

The page features several large, abstract geometric shapes in the background. On the left side, there are two overlapping light orange shapes. On the right side, there are two overlapping light teal shapes. These shapes are positioned around the central text, creating a modern and clean aesthetic.

# **ABBANK CHARTER**



**DRAFT**

# **CHARTER OF AN BINH COMMERCIAL JOINT STOCK BANK**

**2025**

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**CHAPTER I:  
GENERAL PROVISIONS**

**Article 1. Definition**

1. The following terms in this Charter shall have the meanings set out below, unless otherwise specified in the context:
  - a) *Laws*: means all Codes, Laws, ordinances, decrees, decisions, circulars and other legislations provided in Law on Promulgation of Legal Documents.
  - b) *Law on Credit Institutions*: means the Law on Credit Institutions No. 32/2024/QH15 adopted by the National Assembly of the Socialist Republic of Vietnam on January 18, 2024 and taking effect on July 01, 2024.
  - c) *Law on Enterprises*: means the Law on Enterprises adopted by the National Assembly on June 17, 2020 and taking effect on January 01, 2021, which was amended and supplemented on January 11, 2022, the amended and supplemented contents take effect from March 1, 2022.
  - d) *Law on Securities*: means the Law on Securities adopted by the National Assembly on November 26, 2019 and taking effect on January 01, 2021, which was amended and supplemented on November 29, 2024, the amended and supplemented contents take effect from January 1, 2025.
  - e) *State Bank or SBV*: means the State Bank of Vietnam.
  - f) *ABBANK or An Binh Bank*: means An Binh Commercial Joint Stock Bank.
  - g) *Shareholder*: means any individual or organization who owns one or more shares of ABBANK.
  - h) *Major Shareholder*: means a shareholder directly or indirectly owning 05% (five percent) or more of the voting share capital of ABBANK, including the number of shares that shareholder owns indirectly.
  - i) *Share Certificate*: means the certificate issued by ABBANK or accounting book entry or electronic data certifying the ownership over one or more shares of ABBANK.
  - j) *Executive(s) of ABBANK (Executive(s))*: comprises General Director (or the Chief Executive Officer), Deputy General Directors, Member of Executive Board/Board of Management), the Chief Accountant, Branch Director of ABBANK<sup>1</sup> (The title of Member of Executive Board/Board of Management is not

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<sup>1</sup> Article 4.32 Law on Credit Institution.

equivalent to the title of Deputy General Director).

- k) *Manager(s) of ABBANK (Manager(s))*: comprises the Chairperson, Deputy Chairperson and other members of the Board of Directors; General Director.<sup>2</sup>
- l) *Related Person*: is an organization or individual that has a direct or indirect relationship with another organization or individual (including ABBANK) if it falls into one of the following cases:
  - (i). Parent company with subsidiary and vice versa; parent company with subsidiary of subsidiary and vice versa; credit institution with subsidiary of subsidiary of credit institution and vice versa; subsidiaries of the same parent company or of the same credit institution with each other; subsidiaries of subsidiaries of the same parent company or of the same credit institution with each other; managers, supervisors, members of the Board of Supervisors of the parent company or of the credit institution, individuals or organizations with the authority to appoint these persons with the subsidiary and vice versa;
  - (ii). A company or credit institution with the manager, controller, Member of the Board of Supervisors of that company or credit institution or with the company or organization with the authority to appoint those people and vice versa;
  - (iii). A company or credit institution with an organization or individual owning 5% or more of the charter capital or voting shares of that company or credit institution and vice versa;
  - (iv). An individual with a spouse; biological parents, adoptive parents, stepfather, stepmother, parents-in-law; biological children, adopted children, stepchildren of a wife or husband; daughter-in-law, son-in-law; full siblings; half siblings; siblings of spouse; brother-in-law, sister-in-law of a person with the same parents or half siblings (hereinafter referred to as wife, husband, father, mother, child, brother, sister); paternal grandparents, maternal grandparents; paternal grandchildren, maternal grandchildren; paternal uncles, paternal aunts, paternal uncles, paternal uncles and paternal nieces and nephews;
  - (v). A company or credit institution with an individual having a relationship as prescribed in section (iv) above with a manager, supervisor, Member of the Board of Supervisors, capital contributor or shareholder owning 5% or more of the charter capital or voting shares of that company or credit institution and vice versa;

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<sup>2</sup> Article 4.1 Law on Credit Institution.

- (vi). An individual authorized to represent the capital contribution for an organization or individual specified in sections (i) to (v) above in relationship with the authorizing organization or individual; individuals authorized to represent the capital contribution of the same organization together;
- (vii). Other legal entities and individuals having a relationship that poses potential risks to ABBANK's operations are determined according to ABBANK's internal regulations or upon written request of the State Bank through inspection and supervision activities.

The definition of “Related person” in this point applies to the contents of management organization, reorganization, dissolution and related activities according to the provisions of the Law on Credit Institutions. For the issue of information disclosure on the securities market and other issues that do not have specific provisions of the Law on Credit Institutions, the definition of Related Person according to the provisions of Clause 46, Article 4 of the Law on Securities, Clause 23, Article 4 of the Law on Enterprises<sup>3</sup> shall apply in accordance with the principle of law application.

- m) *Internal Person*: means a person who holds an important position in the executive and managerial apparatus of ABBANK, comprising of the Chairperson, Vice-Chairperson, Members of Board of Directors; The Legal Representative; the General Director, Deputy General Directors; the Financial Director; the Chief Accountant and other management positions similar to the above-mentioned positions who are elected by the General Meeting of Shareholders or appointed by the Board of Directors; the Head and Members of the Board of Supervisors; the Head and Members of the Internal Audit; the Company Secretary, the Person In-charge of Corporate Governance, the Person(s) Authorized to Disclose Information.<sup>4</sup>
2. In this Charter, any reference to one or some regulatory provisions, some articles or one or some specific legal documents shall include also any amendments, modifications or replacements or interpretation (if any) thereof, from time to time. Where due to any changes to the regulatory provisions or any reason that result in the inconsistency of this Charter with regulatory provisions on a specific matter, then the regulatory provisions shall prevail.
  3. The headings of Chapters, Sections, or Articles of this Charter are used for convenience only and do not affect its interpretation.
  4. Terms, definitions or expressions which are not defined in this Charter shall have

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<sup>3</sup> Article 4.24 Law on Credit Institutions; Article 3 and Article 4.23 of the Law on Enterprises; Article 4.46 of the Law on Securities

<sup>4</sup> Article 4.45 Law on Securities



the meaning prescribed in relevant laws.

**Article 2. Name, corporate model, corporate seal, head office address, network and operational duration**

1. An Binh Commercial Joint Stock Bank has been established and operating under License for establishment and operation No. 0031/NH-GP initially issued on April 15, 1993, replaced by the License No. 120/GP-NHNN dated December 12, 2018 of the State Bank and the Decisions of the State Bank on amending and supplementing License No. 120/GP-NHNN (referred to as the License).
  - a) Full name in Vietnamese: NGÂN HÀNG THƯƠNG MẠI CỔ PHẦN AN BÌNH;
  - b) Full name in English: AN BINH COMMERCIAL JOINT STOCK BANK;
  - c) Short name in Vietnamese: Ngân hàng An Bình;
  - d) Abbreviation in English: ABBANK.
  - e) Stock symbol: ABB
2. ABBANK is a commercial bank under the model of joint stock company, having the legal entity status in accordance with Vietnamese laws.
3. Head office address: Floor 1, 2, 3 GELEXIMCO Building, No. 36 Hoang Cau, O Cho Dua Ward, Dong Da District, Ha Noi City.

Phone number: 84-24-3761 2888 Fax: 84-24-3519 0416 Website: [www.abbank.vn](http://www.abbank.vn)
4. Operational duration: ninety-nine (99) years from April 15, 1993 and can be extended in accordance with the Laws.
5. The seal of ABBANK includes the seal made at the stamp engraved establishment or the seal in the form of a digital signature in accordance with the provisions of laws on electronic transactions.

The Board of Directors decides on the seal type, quantity, form and content of the seals of ABBANK and the seals of ABBANK's branches, sub-branches and representative offices (if any). The management and use of corporate seal of ABBANK shall be conducted in accordance with relevant Laws and internal regulations of ABBANK.
6. ABBANK opens accounts at the State Bank and credit institutions, foreign bank branches in Vietnam and abroad according to the provisions of Laws.

7. ABBANK may establish domestic or offshore subsidiaries, branches, transaction offices, representative offices, non-business units, and other forms of commercial presence to perform its operational objectives as decided by the Board of Directors and in accordance with the granted Licence by SBV and provisions of Laws.

### **Article 3. The Legal Representative<sup>5</sup>**

1. ABBANK has one Legal Representative who is the General Director. In case the position of General Director is vacant and the appointment of another person to replace him/her has not been completed, the Chairman of the Board of Directors shall be the Legal Representative of ABBANK. The legal representative shall represent ABBANK to exercise the rights and perform the obligations arising out of transactions of ABBANK, represent ABBANK to act as the party requesting the settlement of a civil matter, plaintiff, defendant or person with related interests and obligations before the arbitration and courts and to exercise other rights and perform other obligations in accordance with laws.
2. The legal representative of ABBANK has the following responsibilities:
  - a) To exercise the delegated rights and perform assigned obligations honestly and prudently and to his or her best ability in order to assure the legitimate interests of ABBANK;
  - b) To be loyal to the interests of ABBANK; not to abuse his or her position and power, not to use information, know-how or business opportunities or other assets of ABBANK for his or her personal benefit or for benefit other organizations or individuals;
  - c) To notify ABBANK in a timely, complete and accurate manner that he or she and a person related to him or her is the owner or holds shares or share of capital contribution in accordance with laws; and
  - d) Other obligations in accordance with laws and this Charter.
3. The legal representative of ABBANK must reside in Vietnam, and in case of absence in Vietnam, he or she must authorize in writing another person who is managerial or executive officer residing in Vietnam to exercise the rights and perform the obligations of the legal representative.
4. ABBANK must notify the State Bank of ABBANK's legal representative within 10 (ten) days from the date of election of the legal representative as prescribed in this Charter or change of legal representative.

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<sup>5</sup> Article 11 Law on Credit Institutions, Article 12 Law on Enterprises; Article 3 Model Charter according to Circular 116/2020/TT-BTC

#### **Article 4. Objectives, fields and scope of business**

1. Objective of ABBANK is to become a leading retail commercial joint stock bank in Vietnam, to bring the best experience and service quality to the customers, to maximize profits for shareholders, to develop the professional and ethical staff, to ensure benefits of the employees, to contribute to the economic and social development of the country and communities.
2. ABBANK mainly operates in banking, deposit receipt, credit extension, payment service supply, treasury and other activities nationwide and in foreign countries in accordance with the License issued by the SBV and the provisions of laws.
3. ABBANK has autonomy in business operations and is self-responsible for its business results. Neither organization nor individual is allowed to illegally intervene in the business activities of ABBANK<sup>6</sup>.

#### **Article 5. Detail scope of operation<sup>7</sup>**

1. Receipt of on-call deposit, fixed term deposit and savings deposit and other types of deposit;
2. Issuing certificates of deposit.
3. Extending the credit under form of lending; discounting, rediscounting negotiable instruments and other valuable papers; bank guarantees; issuing credit cards; domestic factoring; international factoring; letters of credit; debt trading; other forms of credit provision as prescribed by the Governor of the State Bank.
4. Opening payment accounts for customers;
5. Providing payment facilities.
6. Providing payment services via accounts: Providing domestic payment services including checks, payment orders, payment authorizations, collection orders, collection authorizations, money transfers, bank cards, collection and payment services; Providing international payment services after receiving written approval from the State Bank; other payment services as prescribed by the Governor of the State Bank.
7. Borrow capital from the State Bank in the form of refinancing and trading of valuable papers with the State Bank in accordance with the provisions of the Law

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<sup>6</sup> Article 7.1 Law on Credit Institutions

<sup>7</sup> Article 11 Law on Credit Institutions, Article 12 Law on Enterprises; Article 3 Model Charter according to Circular 116/2020/TT-BTC

on the State Bank of Vietnam; lend, borrow, deposit, receive deposits, and trade valuable papers for a term with credit institutions and foreign bank branches in accordance with the provisions of the State Bank; borrow foreign loans in accordance with the provisions of laws.

8. Opening account at SBV; open a payment account at a credit institution that provides payment services through accounts; open a payment account abroad in accordance with the provisions of laws on foreign exchange.
9. Internal payment, participation in national interbank payment system; participate in the international payment system when meeting the conditions prescribed by the Government and approved in writing by the State Bank.
10. Contribute capital and purchase shares in accordance with the provisions of law.
11. Trading and providing foreign exchange services in the domestic and international markets according to the provisions of the law on foreign exchange, other relevant laws and regulations of the State Bank.
12. Entrusting, accepting entrustment, acting as an agent in banking activities, assigning payment agents according to the regulations of the Governor of the State Bank; performing insurance agency activities according to the provisions of law and regulations of the Governor of the State Bank.
13. Provide the following services as prescribed by the Governor of the State Bank: Cash management services; treasury services; asset preservation services, safe deposit box and safe deposit box rental; provision of money transfer, collection, payment and other non-account payment services; purchase and sale of State Bank bills, corporate bonds; purchase and sale of other valuable papers; currency brokerage; other services related to factoring, letters of credit; consultancy on banking activities and other business activities according to the License.
14. Buying and selling government debt instruments, government-guaranteed bonds, local government bonds; issuing bonds; securities depository; banking supervision; collateral management agency in accordance with relevant laws and regulations of the Governor of the State Bank.
15. E-wallet.
16. Other activities after being approved by the State Bank.

The specific operations of ABBANK in each period are based on the granted License, in accordance with the Law on Credit Institutions, other relevant laws and regulations of the State Bank.

**Article 6. Issuance of internal regulations on business operations and participation**

**in the controlled testing mechanism<sup>8</sup>**

1. Based on the provisions of Law on Credit Institutions, the provisions of the Governor of the State Bank and other relevant legal provisions, ABBANK must develop and issue internal regulations on ABBANK's business operations, including the implementation of business operations by electronic means, ensuring that there is a control mechanism, internal audit, risk management associated with each business process, and emergency response plan.
2. ABBANK must issue internal regulations on the following contents:
  - a) Credit granting, credit management;
  - b) Asset classification, provisioning and use of risk reserves;
  - c) Assessment of asset quality and compliance with the minimum capital adequacy ratio;
  - d) Liquidity management, including procedures and limits for liquidity management;
  - e) Internal control and internal audit are appropriate to the nature and scale of ABBANK's operations;
  - f) Internal credit rating system for credit institutions must establish an internal credit rating system in accordance with the provisions of the Law on Credit Institutions;
  - g) Risk management in the operations of credit institutions;
  - h) Anti-money laundering;
  - i) Emergency handling plan.
3. ABBANK must submit to the State Bank the internal regulations specified in Clause 2 of this Article within 10 days from the date of issuance.
4. The controlled experimental mechanism in the banking sector is an environment for testing the application of technology and the implementation of new products, services, and business models in the banking sector with limitations in scope, space, and implementation time. ABBANK's participation in the controlled testing mechanism in the banking sector is decided by the Board of Directors, unless otherwise provided by law, on the basis of meeting the conditions and criteria for approval of participation and subject to supervision by competent state agencies as prescribed in Article 106 of the Law on Credit Institutions and detailed regulations of the Government.

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<sup>8</sup> Article 101 and Article 106 of the Law on Credit Institutions

**Article 7. Interest rate and fees in business activities of ABBANK<sup>9</sup>**

1. ABBANK has the right to determine and shall publish its interest rates for raising capital, fee rate for providing services during its business operation in accordance with the Laws.
2. ABBANK has the right to negotiate with customers on interest rates and service fees in accordance with the provisions of law on credit institutions.
3. ABBANK must comply with the regulations of the Governor of the State Bank on the mechanism for determining interest rates and fees in the business activities of credit institutions in case of unusual developments in banking activities to ensure the safety of the credit institution system.

**Article 8. E-banking operation, data security and business continuity<sup>10</sup>**

1. ABBANK's business activities using electronic facilities are conducted in accordance with the regulations of the Governor of the State Bank and the provisions of laws on electronic transactions, ensuring safety and security.
2. ABBANK must ensure the safety of its information system, data security and continuous operation in accordance with the regulations of the Governor of the State Bank and other relevant legal provisions.

**Article 9. Capital contribution, purchase of share, real estate business<sup>11</sup>**

1. ABBANK shall only be permitted to use their charter capital and other reserve funds to contribute capital and purchase shares in accordance with the provisions of clauses 2, 3, 4 and 6 of this Article.
2. ABBANK shall establish or acquire subsidiary companies or affiliated companies to carry out the following business activities:
  - a) Underwrite securities issues, securities brokerage; manage and distribute securities investment fund certificates; manage securities investment portfolios and shares trading;
  - b) Finance leasing;
  - c) Insurance.
3. ABBANK can establish or acquire subsidiary companies or affiliated companies to operate in the sectors of management of debts and exploitation of assets, remittances service, trading of foreign exchange or gold, factoring, issuance of

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<sup>9</sup> Article 100 Law on Credit Institutions

<sup>10</sup> Article 14, Article 105 and Article 140 of the Law on Credit Institutions

<sup>11</sup> Article 111, Article 137, Article 139, Article 142 and Article 144.3 of the Law on Credit Institutions

credit cards, consumer credit, and services of payment intermediary and credit information.

4. ABBANK can contribute capital to or purchase shares in enterprises operating in the following sectors:
  - a) Insurance, securities, remittances, trading of foreign exchange or gold, factoring, issuance of credit cards, consumer credit, services of payment intermediary and credit information;
  - b) Sectors other than those prescribed in sub-clause (a) above after being approved in writing by the State Bank.
5. ABBANK establishes, acquires subsidiaries and affiliated companies in accordance with the provisions of Clause 2 and Clause 3 of this Article after receiving written approval from the State Bank.
6. Conditions, documents and procedures for approving the establishment, acquisition of subsidiaries and affiliated companies and capital contribution and share purchase of ABBANK; conditions for increasing capital at subsidiaries and affiliated companies of ABBANK and operations of subsidiaries and affiliated companies of ABBANK in the field of debt management and asset exploitation shall comply with the regulations of the Governor of the State Bank.
7. ABBANK establishes subsidiaries and affiliated companies in accordance with the provisions of the Law on Credit Institutions and other relevant legal provisions.
8. ABBANK, and its subsidiary companies can purchase and hold shares in other credit institutions on the conditions and within the limitations stipulated by the SBV.
9. The level of capital contribution to or purchased shares in any one enterprise operating in the sectors specified in clause 4 of this Article by ABBANK and its subsidiary companies and affiliated companies shall not exceed 11% (eleven percent) of the charter capital of the enterprise receiving such capital contribution.

The level of capital contribution to or purchased shares does not include those capital contributed by or shares purchased by a fund management company being the subsidiary or affiliated company of ABBANK in an enterprise from the funds managed by such fund management company.

The total capital contribution and share purchase of ABBANK in enterprises, credit institutions, including subsidiaries and affiliated companies of ABBANK as prescribed in Clauses 2, 3, 4 and 8 of this Article must not exceed 40% (forty percent) of the charter capital and reserve funds of ABBANK.

10. ABBANK and its subsidiaries are not allowed to contribute capital or purchase shares in the following cases:
- a) ABBANK and its subsidiaries are not allowed to contribute capital or purchase shares of enterprises and credit institutions that are shareholders of ABBANK;
  - b) ABBANK and its subsidiaries are not allowed to contribute capital or purchase shares of other enterprises and credit institutions that are related parties of major shareholders of ABBANK.
  - c) Subsidiaries and affiliated companies of ABBANK are not allowed to purchase shares of ABBANK;
  - d) ABBANK that is a subsidiary or affiliated company of a controlling company is not allowed to contribute capital or purchase shares of a controlling company, other subsidiaries or affiliated companies of that controlling company, except in cases where an approved compulsory transfer plan is implemented.
11. ABBANK shall not conduct real estate business, except for the following cases:
- a) Purchase, invest in, and own real estate to use as business headquarters, workplaces, or warehouses to directly serve ABBANK's business operations;
  - b) Leasing out an unused part of head office owned by ABBANK;
  - c) Holding real estate due to debt settlement. Within 05 years from the date of the decision to settle the secured property being real estate, ABBANK must sell, transfer or repurchase this real estate. In case of repurchasing real estate, it must ensure the purpose of use specified in Point a of this Clause and ensure that the investment ratio in fixed assets (calculated according to the remaining value of fixed assets) does not exceed 50% of the charter capital and the reserve fund to supplement charter capital recorded in ABBANK's accounting books.

**CHAPTER II:  
CHARTER CAPITAL, SHARE AND SHARE CERTIFICATE**

**Section 1:  
CHARTER CAPITAL**

**Article 10. Charter capital**

1. The Charter capital of ABBANK is VND The charter capital of ABBANK is: VND 10,350,367,620,000 (ten thousand three hundred fifty billion, three hundred sixty-



seven million, six hundred and twenty thousand Dong).

2. ABBANK's charter capital is recorded in Vietnamese Dong (VND).
3. ABBANK must maintain the actual value of the charter capital at least equal to the legal capital.

**Article 11. Changes in charter capital**

1. Any changes to the charter capital (increase or reduction) of ABBANK must be conducted based on decision of the General Meeting of Shareholders and upon the prior approval in writing by the SBV.
2. The ABBANK's charter capital can be increases from the following resources:
  - a) Reserve fund for charter capital supplement; share premium fund; retained earnings and other funds in accordance with the Laws;
  - b) Additional share offering (to existing shareholders and other public offering, private placement);
  - c) Conversion from convertible bonds into shares;
  - d) Other resources approved by the General Meeting of Shareholders in accordance with laws.
3. Forms of charter capital reduction of ABBANK:
  - a) ABBANK redeems and cancels a number of issued shares with the aggregate par value thereof equal to the amount of capital proposed to be reduced;
  - b) ABBANK withdraws and cancels a number of issued share certificates with the aggregate par value thereof equal to the amount of capital proposed to be reduced;
  - c) Other forms approved by the General Meeting of Shareholders in accordance with laws.
4. Conditions, sequences, procedures, and application dossiers to adjust the charter capital shall be implemented in accordance with relevant laws and SBV's guidance.
5. The Board of Directors is responsible for examining the application dossiers, procedures, conditions for adjustment of ABBANK's charter capital in accordance with the Laws and this Charter.
6. ABBANK must perform the business registration with the business registration authority regarding the new charter capital, report to the SBV and implement information disclosure in accordance with the law, and update relevant information in ABBANK's Charter according to the change of charter capital.

**Section 2:**  
**SHARES AND SHARE CERTIFICATE**

**Article 12. Shares**

1. The charter capital of ABBANK is divided into 1,035,036,762 (one thousand rezo hundred thirty-five million, rezo hundred thirty-six thousand, seven hundred and sixty-two) shares. Each ABBANK share has a par value of VND 10,000 (ten thousand Dong).
2. At the time of this Charter is passed, the entire shares of ABBANK are the ordinary shares; all the shareholders of ABBANK are the ordinary shareholders.
3. When it deems necessary, ABBANK can issue different classes of shares in accordance with the Laws.
4. Each share of the same class shall entitle its holder to the same rights, obligations and interests.

**Article 13. Limits of share ownership<sup>12</sup>**

1. A shareholder being individual shall not own more than 05% (five percent) of the charter capital of ABBANK, including indirect ownership shares.
2. A shareholder being an organization shall not own more than 10% (ten percent) of the charter capital of ABBANK, including indirect ownership shares.
3. A shareholder and Related Persons of such shareholder are not permitted to own more than 15% (fifteen percent) of the charter capital of ABBANK. A Major Shareholder of ABBANK and Related Persons of such shareholder are not permitted to own 05% (five percent) or more of the charter capital of any other credit institutions. The share ownership ratio specified in this Clause includes shares that shareholders authorize other organizations or individuals to purchase shares and does not include share ownership of Related Persons who are subsidiaries of that shareholder as prescribed in Point a, Clause 9, Article 4 of the Law on Credit Institutions.
4. The provisions of Clause 2 and Clause 3 of this Article shall not apply to the following cases:
  - a) Owning shares in subsidiaries and affiliated companies that are credit institutions as prescribed in Clause 2 and Clause 3, Article 111 of the Law on Credit Institutions;
  - b) Owning shares of foreign investors as prescribed in Clause 5 of this Article;

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<sup>12</sup> Article 55 Law on Credit Institutions

- c) Special cases when the State Bank applies early intervention measures, special control, merger, consolidation, and compulsory transfer as prescribed in Point b, Clause 1, Article 159, Point h, Clause 1, Article 171, Clause 2, Article 177, and Point b, Clause 1, Article 185 of the Law on Credit Institutions;
  - d) From July 1, 2024 (the effective date of the Law on Credit Institutions), shareholders, shareholders and Related Persons owning shares exceeding the share ownership ratio prescribed in this Article shall continue to maintain their shares but shall not increase their shares until they comply with the provisions on share ownership ratio as prescribed in this Charter, except in the case of receiving dividends in shares<sup>13</sup>.
5. For foreign investors: Total share ownership of all foreign investors in ABBANK is 16.5% of ABBANK's charter capital. The maximum shareholding ratio of a foreign investor being an organization, the maximum shareholding ratio of a foreign investor and Related Persons of that investor at ABBANK; the conditions and procedures for foreign investors to purchase shares of ABBANK shall comply with the general regulations of the Government.
  6. In case organizations and individuals hold convertible bonds, they must comply with the share ownership limit according to current regulations at the time of conversion and can only do so after the SBV approves the increase charter capital.<sup>14</sup>

**Article 14. Shares issuing and offering<sup>15</sup>**

1. The shares issuing, offering shall be conducted in accordance with laws and this Charter.
2. The ordinary shares will be offered to existing shareholders with priority in accordance with current shares proportion owned by the shareholders in ABBANK, unless otherwise decided by the General Meeting of Shareholders. The number of shares that shareholders do not buy will be decided by the Board of Directors. The Board of Directors may distribute such shares to shareholders and others on conditions that are not more favorable than those offered to existing shareholders, unless the General Meeting of Shareholders has approved. The offering and issuance of shares must ensure compliance with the share ownership limit prescribed in Article 12 of this Charter.
3. Shares shall be deemed to have been sold when such shares have been paid up and information of full name, address, nationality, number of identification card/ citizen's identification card/Passport number for foreigners (hereinafter referred to as ownership registration number) in respect of the subscribers being individual; name, head office address, nationality, enterprise code/establishment

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<sup>13</sup> Article 210.11 Law on Credit Institutions

<sup>14</sup> Article 13 Circular 01/2021/TT-NHNN

<sup>15</sup> Article 56 Law on Credit Institutions; Law on Securities, Decree 155/NĐ-CP (shares issuing and offering)

decision number (hereinafter referred to as ownership registration number) of the subscribers being organizations, number of shares of each category; date of share registration recorded in the shareholder register; from that time, the buyer of shares is the shareholder owning the purchased shares.

**Article 15. Shares transfer<sup>16</sup>**

1. Shares may be freely transferred, except otherwise stipulated in this Charter and laws. The transfer of shares shall be conducted in accordance with regulations of this Charter and relevant laws. In case ABBANK shares are listed or registered for trading on the Stock Exchange, the transfer of shares complies with the legal regulations on securities and stock market.
2. The shares which have not yet been paid up shall not be transferable nor entitled to related benefit such as right to receive dividend distribution, right to receive shares issued to increase share capital from equity, right to purchase newly offered shares and other benefits as stipulated by laws.
3. In case of purchasing or receiving transfer of shares leading to becoming a major shareholder of ABBANK, it must be approved in writing by the SBV before implementation.
4. Shareholders being individual who are, or shareholders being organizations with their representatives being the members of the Board of Directors or members of Board of Supervisors or General Director of ABBANK shall not transfer their shares during their incumbency.
5. During the remedy of consequences caused by personal responsibility under the resolution of General Meeting of Shareholders or the SBV's decision, members of the Board of Directors or members of Board of Supervisors or the General Director shall not transfer their shares, except following cases:
  - a) They act as authorized representatives of shareholder being an organization which are merged, consolidated, divided, and split-up, dissolved or bankrupt under regulations of laws;
  - b) They are ordered to transfer their shares according to a court judgment or decision that has come into legal effect;
  - c) They transfer their shares to other investors to implement recovery plan, entirely contributed capital transferring plan, compulsory transferring plan, which were approved.

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<sup>16</sup> Article 37, 64 Law on Credit Institutions; Article 127 Law on Enterprise; Article 9 Model Charter according to Circular 116/2020/TT-BTC

**Article 16. Redemption of share<sup>17</sup>**

1. The redemption of shares by ABBANK upon demand by shareholders or pursuant to the decision of ABBANK must comply with applicable regulations of the Law on Credit Institutions, Law on Securities and Law on Enterprises.
2. ABBANK is only entitled to redeem shares of shareholders if, after full payment for such redeemed shares, ABBANK will still ensure the prudential ratio in a banking operation and the actual value of its charter capital will not be lower than the level of ABBANK's legal capital.
3. After the share redemption is paid in full, if the total value of assets recorded in the accounting books of ABBANK is reduced by more than 10% (ten percent), then ABBANK must notify to all creditors within 15 (fifteen) days from the date on which the redeemed shares are paid in full.<sup>18</sup>

**Article 17. Inheritance, gift of shares**

1. Inheritance, gift of shares, use of shares for debt settlement shall be conducted in accordance with this Charter and relevant legal regulations.
2. After fulfilling all the inheritance procedure and presenting the documents proving the lawful status for inheritance, the heir shall conduct procedure to register inherited shares and become shareholder of ABBANK, and be entitled to rights and obligations of shareholders for the total inherited shares in accordance with this Charter and relevant regulations.
3. The heir, receiver of gift or debt payment by shares of shareholders being Member of Board of Directors, Board of Supervisors, General Director and other management positions of ABBANK shall not be entitled automatically to hold such positions.

**Article 18. Stock certificates<sup>19</sup>**

1. Stock certificate is a type of securities corresponding to the share of a shareholder in ABBANK. Shareholders of ABBANK were granted stock certificate corresponding to the number and type of shares owned. Stock certificate is registered in the form of book entry or electronic data. ABBANK stock certificate must have all the contents specified in Clause 1, Article 121 of the Law on Enterprises.

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<sup>17</sup> Article 65 Law on Credit Institutions; Article 36, 37 Law on Securities; Article 132, 133 and 134 Law on Enterprises

<sup>18</sup> Article 134.3 and 134.4 Law on Enterprises

<sup>19</sup> Article 121 Law on Enterprises; Article 58 Law on Credit Institutions

2. Within 30 (thirty) days from the date of completion of the offering, issuing or other specific period as stipulated in the terms of the offering, issuing the shares, shareholders will be issued with stock certificates.
3. A share certificate which is lost, torn, fired or destroyed or damaged under any kinds can be handled as follows:

ABBANK re-issues the share certificate to the shareholder upon request of such shareholder. The request of shareholder contains the following information:

- a) Information about the stock certificate has been lost, damaged or otherwise destroyed;
- b) Undertaking to be responsible for disputes arising from re-issuance of share certificate.

#### **Article 19. Issue of bonds, other securities**

The issuance of bonds, convertible bonds and other securities certificates of ABBANK shall comply with the relevant provisions of laws and this Charter.

### **CHAPTER III: ORGANIZATION GOVERNANCE OF ABBANK**

#### **Section 1: GENERAL PROVISIONS**

#### **Article 20. Governance structure<sup>20</sup>**

ABBANK's organizational structure of management, administration and supervision comprises of:

- a) General Meeting of Shareholders;
- b) Board of Directors;
- c) Board of Supervisors;
- d) General Director.

#### **Article 21. Internal control system**

1. Internal control system is the system of internal mechanisms, policies, procedures, regulations and organizational structure of ABBANK which are established and implemented to ensure the risk prevention, detection and timely treatment.

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<sup>20</sup> Article 12, 13 Law on Enterprise; Article 11 Model Charter according to Circular 116/2020/TT-BTC

2. ABBANK shall establish the internal control system to ensure the following requirements:
  - a) Efficiency and safety in the operation; protection, management, safe and effective usage of assets and resources;
  - b) The financial and managerial information system must be honest, reasonable, complete and timely;
  - c) To comply with laws and internal procedures and regulations.
3. When deemed necessary, the State Bank has the right to request and ABBANK must hire an independent auditing organization to evaluate part or all of the internal control system<sup>21</sup>.
4. ABBANK builds an internal control system and deploys technology applications in internal control activities according to regulations of the Governor of the SBV.

**Article 22. Internal audit<sup>22</sup>**

1. ABBANK must establish Internal Audit under the Board of Supervisors to implement internal audit ABBANK.
2. The Internal Audit shall objectively and independently review and assess on the suitability and compliance with ABBANK's internal mechanisms, policies, procedures and regulations; give recommendations in order to increase the effectiveness of systems, processes and regulations, with the aim to contribute to ensure safe, efficient and lawful operations of ABBANK.
3. The result of internal auditing must be reported to the Board of Supervisors and sent to the Board of Directors, General Director of ABBANK.
4. The Board of Supervisors shall provide detail regulation on the organization and operation of Internal Audit.

**Article 23. Cases banned from holding positions<sup>23</sup>**

1. The following persons are not permitted to be Chief accountant, Director of a Branch, or Director of a Subsidiary of ABBANK:
  - a) Those who are minors; those with difficulty in cognition and behavior control; those with restricted civil act capacity or having lost civil act capacity;

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<sup>21</sup> Article 57.3 Law on Credit Institutions

<sup>22</sup> Article 58.3 Law on Credit Institutions

<sup>23</sup> Article 42 Law on Credit Institutions

- b) Those who are currently are being prosecuted for criminal liability, serving a prison sentence; serving administrative measures at a compulsory drug rehabilitation facility or compulsory education facility; or who are prohibited by the Court from holding a position, practicing a profession or doing certain work;
  - c) Those who were once convicted of a crime from the serious level upwards;
  - d) Those who were once convicted of a crime of infringement of ownership and the conviction has not been removed from the record;
  - e) Government officials, employees, managers at the divisional or higher level in enterprises of which 50% (fifty percent) or more of the charter capital is held by the State, except for the person assigned to represent the management of the State's capital contribution, of enterprises in which the State holds 50% or more of the charter capital at ABBANK or assigned, designated, appointed to participate in the management, operation, and control of ABBANK according to task requirements;
  - f) Professional officers, non-commissioned officers, professional soldiers and military workers of bodies and units of the Vietnamese People's Army; professional officers and noncommissioned officers of bodies and units of the Vietnamese People's Public Security, except for the person assigned to represent the management of the State's capital contribution, of enterprises in which the State holds 50% or more of the charter capital at ABBANK;
2. A parent, spouse, child or sibling of a Member of the Board of Directors or of the General Director and the spouse of such person is not permitted to be Chief Accountant or the person in charge of finance of ABBANK;
3. The following persons are not permitted to be a Member of the Board of Directors or Board of Supervisors, or the General Director or Deputy General Director or hold an equivalent position in ABBANK:
- a) Those within the category stipulated in clause 1 of This Article;
  - b) Those within the category not permitted to participate in management or executive operation pursuant to the legal regulations on Government officials, employees and on anti-corruption;
  - c) Those who used to be the owner of a private enterprise, partner of a partnership, (General) Director, Member of the Board of Directors or Board of Members or Board of Supervisors, Supervisors of enterprises or the Chairperson and Members of the Board of Directors of a co-operative at the time when such enterprise or co-operative was declared bankrupt, except in cases where he/she was assigned, designated or appointed to participate in the



management, operation and control of an enterprise or cooperative that is a credit institution declared bankrupt according to task requirements;

- d) Those who has been suspended from the position of Chairperson or other Member of the Board of Directors; Chairperson or other Member of the Board of Members; Head or other Member of the Supervisor Board; (General) Director of a credit institution as prescribed in Article 47 of the Law on Credit Institutions or has been determined by a competent authority to have committed a violation leading to the revocation of the credit institution's License;
- e) A Related Person of a Member of the Board of Directors or of the General Director of ABBANK, except for the case specified in Clause 3, Article 50 of this Charter;
- f) Those who takes responsibility for the issues pursuant to an inspection conclusion resulting in the fact that a credit institution or foreign bank branch is punished a penalty for an administrative violation in the currency and banking sector at the highest level of punishment frame applied for the violation behaviors relating to the licenses, management, executive operation, shares, share certificates, capital contribution, shares acquisition, credit granting, purchase of enterprise bonds and prudential ratios in accordance with laws on dealing with administrative violation in the currency and banking sector.

**Article 24. Cases banned from concurrently holding different positions<sup>24</sup>**

- 1. The Chairperson of the Board of Directors of ABBANK:
  - a) Must not concurrently be an Executive of ABBANK, a Member of the Board of Supervisors of ABBANK and of another credit institutions;
  - b) Must not concurrently be a manager of another enterprise.
- 2. A Member of the Board of Directors who is not an independent member:
  - a) Must not concurrently be an Executive of ABBANK, except for the case of being the General Director of ABBANK;
  - b) Must not concurrently be an executive or manager of another credit institution or a manager of another enterprise, except in the case of being an executive or manager of a subsidiary of ABBANK or in the case of implementing an approved compulsory transfer plan;
  - c) Must not concurrently be a Supervisor or Member of the Board of Supervisors of another credit institution or other enterprise.

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<sup>24</sup> Article 34 Law on Credit Institutions

3. Independent members of the Board of Directors of ABBANK:
  - a) Must not concurrently be an Executive of ABBANK;
  - b) Must not concurrently be a manager or executive of another credit institution; manager of more than 02 other enterprises;
  - c) Must not concurrently be a Supervisor or a Member of the Board of Supervisors of another credit institution or other enterprise.
4. A Member of the Board of Supervisors of ABBANK shall not concurrently hold one of the following positions, except in the case of being a manager, operator, or employee of a credit institution receiving a compulsory transfer according to an approved compulsory transfer plan:
  - a) Manager or Executive of ABBANK, another credit institution or another enterprise; an employee of ABBANK or a subsidiary of ABBANK;
  - b) Employee of an enterprise in which a Member of the Board of Directors of ABBANK is a Member of the Board of Directors, an executive or a major shareholder of that enterprise.
5. The General Director, Deputy General Director is not permitted to concurrently be a manager, executive, supervisor, Member of the Board of Supervisors of another credit institution, except in the case where the Deputy General Director of ABBANK is the manager or executive of a subsidiary of ABBANK.

**Article 25. Automatic loss of status<sup>25</sup>**

1. Cases of automatic loss of status as a Member of the Board of Directors, Member of the Board of Supervisors and General Director:
  - a) Belonging to one of the cases where he/she is not allowed to hold the position specified in Article 22 of this Charter;
  - b) Being the representative of the capital contribution of an organization that is a shareholder of ABBANK when that organization ceases to exist;
  - c) No longer being the representative of the capital contribution authorized by the shareholder that is an organization;
  - d) Being expelled from the territory of the Socialist Republic of Vietnam;
  - e) When ABBANK has its Establishment and Operation License revoked;

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<sup>25</sup> Article 45 Law on Credit Institutions

- f) The contract to hire the General Director expires;
  - g) Death.
2. Within 5 business days from the date of determination that the such person has automatically lost status in accordance with provision in Points a, b, c, d, f and g Clause 1 of this Article, the Board of Directors of ABBANK shall send a written report enclosed with substantiating documents to the SBV and shall be liable for the accuracy and truthfulness of such report; and shall carry out procedures in accordance with laws to elect or appoint a person to the vacant position.
  3. After automatically loss of status, members of the Board of Directors, members of the Board of Supervisors, and General Director of ABBANK shall remain liable for his or her decisions made during their incumbency.

**Article 26. Removal and dismissal<sup>26</sup>**

1. Except for the case of automatic loss of status as prescribed in Clause 1, Article 24 of this Charter, the Chairperson and other members of the Board of Directors, the Head and other members of the Board of Supervisors, and the General Director of ABBANK shall be dismissed or removed from office in one of the following cases:
  - a) Dismissed when a resignation letter is sent to the Board of Directors and the Board of Supervisors of ABBANK;
  - b) Removed when the Chairperson and other members of the Board of Directors, the Head and other members of the Board of Supervisors do not participate in the activities of the Board of Directors, the Board of Supervisors for 06 consecutive months, except in cases of force majeure;
  - c) Removed when failing to satisfy the standards and conditions for members of the Board of Directors, members of the Board of Supervisors, and the General Director as prescribed in Article 51; Clause 6, Article 59; Clause 4, Article 65 of this Charter;
  - d) When the competent authority for election and appointment deems it necessary.
2. The Chairperson or Member of the Board of Directors or of the Board of Supervisors or the General Director of ABBANK who has been removed or dismissed from their position shall remain liable for his or her decisions made during their incumbency.
3. The Board of Directors of ABBANK shall, within ten (10) business days from the date of passing the decision on removal or dismissal of any person prescribed in

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<sup>26</sup> Article 46 Law on Credit Institutions

Clause 1 of this Article, submit a written report accompanied by relevant documents to the SBV.

**Article 27. Suspension and temporary suspension<sup>27</sup>**

1. The Chairperson man, other members of the Board of Directors; Head, other members of the Board of Supervisors; and Executives of ABBANK may be suspended or temporarily suspended from performing their duties and exercising their powers according to the decision of the SBV or the Special Board of Supervisors (in case the Bank is under special control) if deemed necessary according to the provisions of Clause 1 and Clause 2, Article 47 of the Law on Credit Institutions.
2. The person whose rights and obligations are suspended or temporarily suspended from being exercised as prescribed in Clause 1 of this Article must participate in handling the existing problems and violations related to personal responsibility when requested by the SBV, the Board of Directors, the Board of Supervisors of ABBANK or the Special Board of Supervisors.

**Article 28. Election or appointment**

1. The election, or appointment of members of the Board of Directors, members of the Board of Supervisors, and General Director of ABBANK shall be implemented as follows:
  - a) The list of nominees for the election of members of the Board of Directors, members of the Board of Supervisors and General Director of ABBANK shall be approved in writing by the SBV before these nominees are elected or appointed. Elected and appointed persons for these positions must be on the list approved by the SBV. The sequence, procedure, and application for approval shall be conducted in accordance with regulations of SBV.
  - b) ABBANK shall notify the SBV of the list of elected and appointed persons of these positions in accordance with Point a, Clause 1 this Article within 10 business days since date of such election and appointment.<sup>28</sup>
2. The nomination and candidacy for members of the Board of Directors, members of the Board of Supervisors comply with relevant laws, this Charter, the Regulation on Operation of the Board of Directors, the Regulation on Operation of the Board of Supervisors.
3. Shareholders, or group of shareholders who nominate candidates to the Board of Directors, the Board of Supervisors and the nominated candidates must complete

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<sup>27</sup> Article 47 Law on Credit Institutions

<sup>28</sup> Article 44 Law on Credit Institutions

the documents and procedures upon the Board of Directors' notice to submit to the SBV for approval according to legal regulations.

4. In case the candidates for the Board of Directors or Board of Supervisors are approved by the SBV for election, ABBANK must publish information related to the candidate on the ABBANK's website so that shareholders can study about these candidates before voting. Published information relating to the candidate includes: full name, date of birth; professional qualifications working experience; other managerial positions (including positions at other companies); benefits related to ABBANK and other related parties of ABBANK; other relevant information in accordance with the SBV's regulations.
5. The appointment, removal, dismissal of Deputy General Director, Chief Accountant, Branch Director, Directors of subsidiaries and other equivalent positions must be implemented in accordance with internal regulations of ABBANK and relevant laws.
6. ABBANK must publish information related to the election, appointment of these positions stipulated in this Article in accordance with the regulations on the disclosure of information in the security market.

**Article 29. Disclosure of related interests <sup>29</sup>**

1. A Member of the Board of Directors, Member of Board of Supervisors or the General Director, Deputy General Director of ABBANK shall disclose the following information:
  - a) Name, enterprise code, head office address of enterprises or economic organizations in which he/she or he/she and his/ her Related Persons owns/own a capital share or shares from 5% (five percent) or more of its charter capital, including contribution capital, share that he/she authorizes/authorize or entrusts/entrust for other organizations and individuals to own;
  - b) Name, enterprise code, head office address of the enterprises or economic organizations of which he/she and his/her Related Persons is/are a Member of the Board of Directors, Board of Members, Supervisor, Board of Supervisors or the (General) Director.
  - c) Information about the Related Person who is an individual, including: full name; personal identification number; nationality, passport number, date of issue, place of issue for foreigners; relationship with the information provider.

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<sup>29</sup> Article 48.7, Article 49 Law on Credit Institutions, Article 164.2 Law on Enterprises; Article 291.3 and Article 299 of Decree 155/2020 / ND-CP.

- d) Information about the Related Person which is an organization, including: name, enterprise code or equivalent legal document, head office address of the enterprise; legal representative, relationship with the information provider
  - e) Other cases stipulated in Clause 2, Article 164 of the Law on Enterprises, Clause 3 of Article 291 and Article 299 of Decree 155/2020/NĐ-CP stipulating a certain provision of the Law on Securities.
2. Shareholders owning 01% (one percent) or more of the charter capital at ABBANK must provide ABBANK with the following information:
- a) Full name; personal identification number; nationality, passport number, date of issue, place of issue of foreign shareholders; enterprise code or equivalent legal document of organization shareholder; date of issue, place of issue of this document;
  - b) Information on Related Persons as prescribed in Points c and d, Clause 1 of this Article;
  - c) Number and percentage of their shares owned at ABBANK;
  - d) Number and percentage of their shares owned by their Related Persons at ABBANK.
3. The persons specified in Clause 1 and Clause 2 of this Article must send ABBANK written information for the first time and when there is a change in this information within 07 working days from the date of occurrence or change of information.
- For information in Point c and Point d, Clause 2 of this Article, shareholder must only provide information to ABBANK when there is a change in their share ownership ratio, their share ownership ratio and that of Related Persons from 01% or more of charter capital at ABBANK compared to the previous provision.
4. ABBANK must keep the information specified in Clause 1 and Clause 2 of this Article at ABBANK's head office and send a written report to the SBV within 07 working days from the date ABBANK receives the information provided. Annually, ABBANK shall disclose the information specified in Points a, b, d Clause 1 and Points a, c, d Clause 2 of this Article to the ABBANK General Meeting of Shareholders.
5. ABBANK must publicly disclose information about the full names of individuals and organizations that are shareholders owning 01% or more of the charter capital at ABBANK and the information specified in Point c and Point d, Clause 2 of this Article on ABBANK's electronic information page within 07 working days from the date ABBANK receives the information provided.
6. ABBANK Managers and Executives are obliged to promptly, fully and accurately notify ABBANK of their interests in other organizations, transactions with other

organizations and individuals that may conflict with ABBANK's interests and may only participate in such transactions when approved by the Board of Directors.<sup>30</sup>

7. The granting of credit to the persons specified in Clause 1, Article 135 of the Law on Credit Institutions must be made public in ABBANK<sup>31</sup>. ABBANK must report on the granting of credit to the persons specified in Clause 1, Article 135 of the Law on Credit Institutions to the General Meeting of Shareholders and the SBV in accordance with the regulations of the SBV.<sup>32</sup>
8. The persons providing and publicly disclosing information must ensure that the information provided and publicly disclosed is truthful, accurate, complete, and timely, and must be responsible for providing and publicly disclosing such information.

**Article 30. Obligations of compliance, honesty, caution and avoiding conflicts of interest of the Managers, Supervisors, and Executives of ABBANK<sup>33</sup>**

Member of the Board of Directors, Member of Board of Supervisors, the General Director, the Deputy General Director of ABBANK have the following obligations:

1. Comply with laws, this Charter, resolutions and decisions of the General Meeting of Shareholders.
2. Be responsible for complying with restrictive regulations to ensure safety in ABBANK's banking operations according to the provisions of the Law on Credit Institutions.
3. To exercise his or her duties honestly and prudently to their best ability in order to assure the best legitimate interests of ABBANK, and shareholders of ABBANK.
4. To be loyal to the interests of ABBANK; only use information obtained from their positions to serve the benefit of ABBANK. Not to use information, know-how, business opportunities of ABBANK gained from their position nor abuse his or her position, role or misuse assets of ABBANK for his or her own personal benefit or for the benefit of other organizations or individuals or to damage the benefits of ABBANK and its shareholders.
5. Ensure the storage of ABBANK's records to provide data for management, operation, and supervision of all ABBANK activities, and inspection, supervision, and inspection activities of the SBV.

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<sup>30</sup> Article 48.7 Law on credit institutions.

<sup>31</sup> Article 135.3 Law on credit institutions.

<sup>32</sup> Article 13.3 Circular 22/2019/TT-NHNN (amended and supplemented by Circular 09/2024/TT-NHNN).

<sup>33</sup> Article 48 Law on Credit Institutions; Article 165 Law on Enterprises; Article 291.2 and 291.5 of Decree 155/2020/ND-CP.

6. Understand categories of risks in ABBANK's operations.
7. ABBANK Managers and Executives are obliged to promptly, fully and accurately notify ABBANK of their interests in other organizations and transactions with other organizations and individuals that may cause conflicts with ABBANK's interests as prescribed in Clause 6, Article 28 of this Charter.
8. Not to create conditions whereby they themselves or any Related Person borrows from or use other service of ABBANK on conditions more favorable or more preferential than the general conditions stipulated by ABBANK.
9. Not to have their salary or remuneration increased or to be paid bonuses when ABBANK suffers losses.
10. Within the scope of assigned rights and obligations, be responsible for implementing written requests from the SBV regarding matters under the authority of the SBV. Implement recommendations, warnings on risks and operational safety, warnings of risks leading to violations of laws on currency and banking; conclusions, recommendations, and decisions on handling of inspections.
11. Other obligations stipulated in this Charter and laws.

#### **Article 31. Responsibility and compensation**

1. Responsibility: Members of Board of Directors, members of Board of Supervisors, General Director and other Executives of ABBANK shall comply with laws, this Charter and internal regulations of ABBANK in the implementation of its duties and be responsible for the damage caused by their breaches of obligations.
2. ABBANK shall compensate for damages in accordance with relevant laws related to the works under the responsibility assigned by the leaders and employees of ABBANK.
3. ABBANK may purchase the liability insurances for the Managers, the Executives of ABBANK. These insurances do not cover damages related to violations of laws and ABBANK Charter.<sup>34</sup>

#### **Article 32. Remuneration, salary and other benefits of members of Board of Directors, members of Board of Supervisors and General Director and other Executives<sup>35</sup>**

1. Remuneration, salary, rewards and other benefits to members of the Board of Directors; members of Board of Supervisors shall be paid based on the

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<sup>34</sup> Article 28.6 Model Charter according to Circular 116/2020/TT-BTC.

<sup>35</sup> Article 163 Law on Enterprises



ABBANK's requirements on performance of their duties, work schedule, the time required to complete the tasks, actual status, and business result, efficiency. The total remuneration and bonus mechanism of the Board of Directors and the Board of Supervisors shall be decided by the General Meeting of Shareholders at the annual meeting. The Chairperson of the Board of Directors announces the level of remuneration, rewards and ensures the payment of remuneration and other benefits of members of the Board of Directors, members of the Board of Supervisors in accordance with this Charter, resolutions of General Meeting of Shareholders and relevant regulations issued by the Board of Directors.

2. Salary, bonuses and other benefits of the General Director and other Executives shall be determined in accordance with the provisions of law, ABBANK's internal regulations promulgated by the Board of Directors on the basis of principles associated with assigned responsibilities, work performance of each individual and business results of ABBANK.
3. Remuneration of members of the Board of Directors, the Board of Supervisors, the General Director shall be included in business expenses of ABBANK in accordance with provisions of laws on corporate income tax; is shown as a separate item in ABBANK's annual financial statements and shall be reported to the General Meeting of Shareholders at the annual meeting.
4. Members of the Board of Directors and members of Board of Supervisors shall be reimbursed expenses of accommodation and travel expenses, expenses for independent consultancy service at reasonable rate and other reasonable expenses in accordance with regulations of ABBANK when performance of their assigned duties.

## **Section 2:**

### **SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS**

#### **Article 33. Shareholders**

1. Shareholders are the owners of the shares ABBANK and shall have the rights and obligations corresponding to the number and classes of shares owned by them. ABBANK must have at least 100 (one hundred) shareholders or more without limitation of number of shareholders, except the case that ABBANK is put under special control and is implementing the compulsory transfer plan in accordance with Law on Credit Institutions.
2. Shareholders shall be officially recognized only when making full payment for subscribing the shares and their identification information is recorded in the ABBANK's shareholders' register.
3. Appointment of authorized representative by a shareholder being an organization at ABBANK shall be conducted in accordance with the following

provisions and other relevant laws (if any): <sup>36</sup>

- a) The authorized representative of a shareholder being an organization must be an individual who is authorized in writing to exercise the rights and perform the obligations stipulated in the Law on Enterprises and this Charter in the name of such shareholder.
- b) A shareholder being an organization holding at least 10% (ten percent) of the total ordinary shares may authorize up to 03 (three) representatives. In case of having more than 01 (one) authorized representative, it is required to define the specific number of shares allocated to each authorized representative. If the shareholder fails to define the number of shares allocated to each of its authorized representative, then the number of shares shall be equally allocated to all the authorized representatives (in case of fractional shares, the fractional shares shall not be counted). The appointment, termination or change of an authorized representative must be notified in writing to ABBANK and shall only be effective in respect of ABBANK as from the date of receipt of the notice by ABBANK. The power of attorney must contain the following particulars:
  - (i) Name, registration number/enterprise code, head office of shareholder;
  - (ii) The number of authorized representatives and numbers of shares/percentage of shares allocated to each authorized representative;
  - (iii) Full name, contact address, nationality, number of identification/citizen's identification card or passport or other lawful personal identification of each authorized representative;
  - (iv) Authorization period. If no period is specified, the authorization is effective from the time ABBANK receives the authorization document until the time ABBANK receives the authorization termination document.
  - (v) Full names and signatures of the legal representative of the shareholder and of the authorized representative.
- c) An authorized representative of a shareholder being an organization must satisfy the following criteria and conditions:
  - (i) Has full civil act capacity;
  - (ii) Not be prohibited from establishment and management of enterprise in Vietnam under clause 2 Article 17 of the Law on Enterprises;

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<sup>36</sup> Article 14 Law on Enterprises

- (iii) A shareholder being the State-Owned Enterprise as defined under point b, Clause 1, Article 88 of the Law on Enterprises is not permitted to appoint a person who has family relationship with a manager, or a person having power to appoint a manager of that company, to be the authorized representative at ABBANK.

**Article 34. Rights of shareholders<sup>37</sup>**

1. Shareholders have the rights and obligations corresponding to the number of shares they own. The ordinary shareholders have the following rights:
  - a) To attend and express opinions at the General Meeting of Shareholders and to exercise the right to vote directly or through authorized representatives or in other forms stipulated in the Laws. Each ordinary share shall carry one vote;
  - b) To receive dividends in accordance with the resolutions of the General Meeting of Shareholders;
  - c) To be given priority in subscribing new offered shares in proportion to the number of ordinary shares each shareholder holds in ABBANK on the basis of ensuring compliance with the regulations on share ownership limits prescribed in Article 12 of this Charter;
  - d) Transfer shares and rights to purchase shares to other shareholders of ABBANK or other organizations and individuals in accordance with the provisions of the Law on Credit Institutions, other relevant laws and this Charter;
  - e) To sight, look up and make an extract of information on name, contact address on the list of shareholders with voting rights; to request for correcting any inaccurate information;
  - f) To sight, look up or make an copy of the Charter of ABBANK, minutes of meetings of the General Meeting of Shareholders and resolutions of the General Meeting of Shareholders;
  - g) To receive a part of the remaining assets in proportion to their ratio of ownership of shares in ABBANK upon dissolution or bankruptcy of ABBANK;
  - h) To authorize in writing for others to exercise their rights and obligations; the authorized representatives are not entitled to nominate themselves in their name;
  - i) To self-elect, or nominate candidate to the Board of Directors, Board of Supervisors in accordance with this Charter, Regulations on the Operation of the Board of Directors, Regulations on the Operation of the ABBANK Board

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<sup>37</sup> Article 61 Law on Credit Institutions.

of Supervisors;

- j) To be treated equally; to have full access to periodic and extraordinary information disclosed by ABBANK in accordance with laws; to be protected their legitimate rights and interests according to the provisions of laws.<sup>38</sup>
  - k) Other rights in accordance with this Charter, Law on Credit Institutions and other applicable laws.
2. Shareholder or group of shareholders holding 05% (five percent) or more of the total ordinary shares has the right to self-nominate or nominate candidate to the Board of Directors, and the Board of Supervisors; other rights in accordance with this Charter, Law on Credit Institutions and other applicable laws.

**Article 35. Obligations of shareholders<sup>39</sup>**

1. Shareholders have obligations corresponding to the number of shares owned. ABBANK ordinary shareholders have the following obligations:
- a) To pay in full and on time for the shares undertaken to be subscribed within period as provided by ABBANK; to be liable for debts and other property obligations of ABBANK to the extent of the capital amount contributed to ABBANK;
  - b) Not to withdraw the contributed share capital from ABBANK in any form leading to the reduction of ABBANK's charter capital, except where shares are redeemed by ABBANK in accordance with Article 65 of Law on Credit Institutions;
  - c) To be responsible for the lawfulness of the resource of contributed capital, purchase or acquisition of shares in ABBANK; not to use the credit capital funded by credit institutions or branches of foreign bank, not to use capital raised by issuing corporate bonds to purchase or acquire ABBANK's shares; not to contribute capital or purchase shares of ABBANK in the name of other individual or organization in any forms, except via a trust in accordance with laws;
  - d) To comply with this Charter and other internal regulations of ABBANK;
  - e) To observe resolutions and decisions of the General Meeting of Shareholders and the Board of Directors;
  - f) To bear personal liability when performing any actions in contravention of the law, conducting any business or other transactions for the personal

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<sup>38</sup> Article 41.1 of the Securities Law; Article 12 of the Model Charter according to Circular 116/2020/TT-BTC.

<sup>39</sup> Article 62 Law on Credit Institutions; Article 119 Law on Enterprises

- interests or for interest of other individuals and organizations in the name of ABBANK under any forms;
- g) To keep information disclosed under this Charter and laws by ABBANK confidential; to use disclosed information for implementation and protection of their legitimate rights and interests only; to be prohibited from spreading, duplicating or sending the information disclosed by ABBANK to other individuals and organizations;
  - h) Major Shareholders are not allowed to abuse their advantage to affect ABBANK's and other shareholders' rights and interests in accordance with the Laws and this Charter; to have obligation to make disclosure of information in accordance with the Laws;
  - i) Other obligations in accordance with this Charter, Law on Credit Institutions and other applicable laws.
2. Any shareholder who invests in shares as trustee of other individuals and organizations must disclose to ABBANK the information about the beneficial owner(s) of the shares in ABBANK for which such shareholder invests as trustee; ABBANK is entitled to suspend the shareholder's rights of such shareholder if it discovers that the shareholder failed to provide the truthful information about the beneficial owner(s) of such shares.

**Article 36. Shareholders' register and establishing the list of shareholders**

1. Shareholders' register:
- a) ABBANK establishes and maintains a shareholders' register from the date of issuance of the enterprise registration certificate. The shareholders' register may be in the form of a written document or an electronic file, or both, to record the information of ownership of shares of shareholders. The register of shareholders must contain the main contents as provided for in Clause 2, Article 122 of the Law on Enterprises.
  - b) The shareholders' register shall be stored at the head office of ABBANK or at the Vietnam Securities Depository and Clearing Corporation when the shares of ABBANK are registered and deposited centrally at Vietnam Securities Depository and Clearing Corporation. ABBANK shall report to the SBV the list of shareholders, update the changes in the quantity of shares owned by shareholders and other relevant information in accordance with regulations of the SBV. The shareholders have the right to inspect, look up, extract or duplicate the name and contact address of shareholders in the shareholders' register during business hours.

- c) Where a shareholder changes his or her contact address, such shareholder must promptly notify ABBANK of such change in order for updating the shareholders' register. ABBANK takes no responsibility for failure to contact with the shareholder due to the fact that ABBANK is not notified the change of shareholder's contact address.
2. Establishing the list of shareholders to carry out the rights of the shareholders:
  - a) The establishment the list of shareholders to carry out the rights of the shareholders is conducted under a decision of the Board of Directors.
  - b) Shareholder named in the list of shareholders at the time of establishment is the person entitled to the rights and interests of shareholders.

**Article 37. Role of General Meeting of Shareholders**

1. The General Meeting of Shareholders shall include all shareholders entitled to vote and shall be the highest decision-making authority of ABBANK, carry out the specific rights and duties as provided in the Article 38 of this Charter.
2. The shareholder being an organization has right to authorize one or more authorized representatives to exercise the right of shareholder in accordance with laws and in compliance with Article 33 of this Charter.

**Article 38. Duties and powers of General Meeting of Shareholders<sup>40</sup>**

The General Meeting of Shareholders of ABBANK has the following duties and powers:

1. To approve the development orientation of ABBANK.
2. To approve Charter and decision on amendments and supplement to the Charter of ABBANK.
3. To approve ABBANK's regulation on internal corporate governance; regulation on operation of the Board of Directors; regulation on operation of the Board of Supervisors.
4. To decide on the number of members of the Board of Directors and Board of Supervisors in each term of office; to elect, remove, dismiss, elect additional member or replace members of the Board of Directors, Board of Supervisors pursuant to the criteria and conditions specified in this Charter and other relevant laws.
5. To decide on total annual remuneration, bonuses and other benefits for the Board of Directors and Board of Supervisors and on operating budgets of the Board of

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<sup>40</sup> Article 67.3 Law on Credit Institutions.

Directors and Board of Supervisors.

6. To consider and handle with violations of the Board of Directors or Board of Supervisors which cause damage to ABBANK and its shareholders.
7. To decide on the management structure of ABBANK.
8. To approve the plan to change the charter capital level; approve the plan to offer and issue shares, including the type of shares and the number of new shares to be offered and issued.
9. To approve the redemption of issued shares.
10. To approve the plan on issue of convertible bonds.
11. To approve the plan prescribed in Article 143 of the Law on Credit Institutions.
12. To approve the annual financial statement; profit distribution plan after fulfillment of tax and other financial obligations of ABBANK.
13. To pass reports of the Board of Directors and of the Board of Supervisors on performance of their assigned tasks and powers.
14. To decide to establish or convert legal forms of commercial presence abroad, subsidiaries of ABBANK.
15. To approve the plans on contribution of capital, purchase or sell shares, capital at other enterprises or credit institutions which account for 20% (twenty percent) or more of the ABBANK's charter capital indicated in the latest audited financial statement.
16. To approve decisions on investment, purchase and sale of fixed assets of ABBANK, where the investment level, expected purchase price or original price in case of sale of fixed assets is worth 20% (twenty percent) or more of ABBANK's charter capital recorded in the most recent audited financial statements.
17. To approve the contract and other transaction with a value of 20% or more of ABBANK's charter capital indicated in the most recent audited financial statements between ABBANK and a Member of the Board of Directors, a Member of the Board of Supervisors, the General Director, a major shareholder of ABBANK; a Related Person of a Manager, a Members of the Board of Supervisors, a major shareholder of ABBANK; a subsidiary, an affiliated company of ABBANK, except in the case where ABBANK is implementing a compulsory transfer plan.
18. To decide on division, separation, consolidation, merger, conversion of legal form, dissolution or request the Court to open bankruptcy proceedings for ABBANK.

19. To decide on the selection of an independent auditing organization according to the provisions of Article 59 of the Law on Credit Institutions.
20. Decide on solutions to overcome major financial fluctuations of ABBANK.

**Article 39. Meeting of General Meeting of Shareholders<sup>41</sup>**

1. The annual meetings of General Meeting of Shareholders shall be held annually once a year within 04 months from the end of the fiscal year.
2. The location of the General Meeting of Shareholders is determined to be the place where the Chairperson attends the meeting and must be in the territory of Vietnam.
3. The Annual General Meeting of Shareholders discusses and approves the following issues:
  - a) Audited annual financial statements;
  - b) Annual business performance reports and business plans;
  - c) Reports of the Board of Directors and the Board of Supervisors on the implementation of assigned tasks and powers;
  - d) Proposal for setting up funds and distributing after-tax profits;
  - e) Report on remuneration of members of the Board of Directors and the Board of Supervisors that has been implemented and proposed for the next planning year;
  - f) Selection of an independent auditing organization according to the provisions of Article 59 of the Law on Credit Institutions;
  - g) Other matters within the authority of the General Meeting of Shareholders.
4. In addition to the annual meeting, the General Meeting of Shareholders may hold extraordinary meetings. The Board of Directors must convene an extraordinary meeting of the General Meeting of Shareholders within 90 (ninety) days<sup>42</sup> from the date of receipt of the request or the date of occurrence of one of the following cases:
  - a) The Board of Directors deems it necessary for the benefit of ABBANK;
  - b) The number of remaining members of the Board of Directors is less than the minimum number of members prescribed in Clause 1, Article 69 of the Law

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<sup>41</sup> Articles 67.1, 67.2 Law on Credit Institutions; Article 139 Law on Enterprises; Article 18 Model Charter according to Circular 116/2020/TT-BTC

<sup>42</sup> Article 50.2, Article 51.6 Law on Credit Institutions.



on Credit Institutions;

- c) The number of remaining members of the Board of Supervisors is less than the minimum number of members prescribed in Clause 2, Article 51 of the Law on Credit Institutions;
- d) Upon request of a shareholder or group of shareholders owning more than 10% of the total number of common shares at ABBANK<sup>43</sup> in case the Board of Directors seriously violates the rights of shareholders, the obligations of managers or makes decisions beyond the assigned authority<sup>44</sup>;
- e) Upon request of the Board of Supervisors;
- f) To decide on the content upon request of the State Bank when an event occurs affecting the operational safety of the credit institution.

If the Board of Directors fails to convene a meeting of the General Meeting of Shareholders, the Chairperson of the Board of Directors and members of the Board of Directors must be responsible before the law and must indemnify for any loss to ABBANK.

- 5. Where the Board of Directors fails to convene a meeting of the General Meeting of Shareholders as stipulated in clause 4 of this Article, within thirty (30) days thereafter, the Board of Supervisors shall, in place of the Board of Directors, convene a meeting of the General Meeting of Shareholders according to the provisions of this Charter.

If the Board of Supervisors fails to convene a meeting as above stipulated, the Board of Supervisors must be responsible before the law and must indemnify for any loss to ABBANK.

- 6. Where the Board of Supervisors fails to convene a meeting as stipulated in Clause 5 of this Article, within the next 30 (thirty) days thereafter, the shareholder or group of shareholders stipulated in point d Clause 4 of this Article has the right to, in place of Board of Directors, Board of Supervisors, convene a meeting of the General Meeting of Shareholders according to the provisions of this Charter.
- 7. The convenor must carry out the following work to hold a meeting of the General Meeting of Shareholders:
  - a) To determine the time and venue of the meeting;
  - b) To prepare a list of shareholders entitled to attend the meeting; To provide information and deal with complaints relating to the list of shareholders;

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<sup>43</sup> Article 67.2(d) Law on Credit Institutions

<sup>44</sup> Article 115.3(a) Law on Enterprises

- c) To prepare the program and agenda of the meeting;
  - d) To prepare documents for the meeting;
  - e) To draft a resolution of the General Meeting of Shareholders in accordance with the proposed agenda of the meeting; list and details of candidates in the case of election of members of the Board of Directors or of the Board of Supervisors;
  - f) To send the invitation notice of the meeting to shareholders being entitled to attend the meeting;
  - g) Other works and responsibility serving the meeting in accordance with laws and this Charter.
8. The reasonable expenses for convening and conducting a meeting of the General Meeting of Shareholders as stipulated in this Article shall be paid, reimbursed by ABBANK. These expenses do not include accommodation and travel expenses and expenses incurred by shareholders when attending the General Meeting of Shareholders.
9. The meeting of the General Meeting of Shareholders can be conducted under form of physical meeting at one or more locations connected by video conference system or a selected software application. An annual or extraordinary General Meeting of Shareholders may be held in the form of an online meeting, electronic voting (hereinafter referred to as an online meeting) or a combination of a face-to-face meeting at one or more different locations and an online meeting. The conduct of an online General Meeting of Shareholders or a combination of online meeting shall be decided by the Board of Directors and shall be in accordance with the following principles:
- a) The registration, attendance online meeting of the shareholders are identified and authenticated by the suitable method and software application.
  - b) When the application software system for organizing the meeting identifies the log-in and authentication accounts of the shareholders used to register, attend the meeting online and vote electronically, the shareholders shall be deemed to attend the meeting and vote at the online meeting of General Meeting of Shareholders.
  - c) The shareholders shall self-equip their personal computer/mobile device, internet connection to establish the registration, attend an online meeting;
  - d) Each attending shareholder can hear others expressing their opinions at the meeting and can express their opinions to all other attending shareholders concurrently;

- e) The time and venue of an online or combined online meeting is determined to be the location and time at which the Chairman attends the meeting and must be within the territory of Vietnam;
- f) Decisions to be passed at an online or combined online meeting in accordance with this Clause shall take effect and have validity as the decision passed at a physical meeting.
- g) Right to attend the meeting of shareholders, preparation of list of shareholders attending the meeting, agenda, documents, meeting invitation, conditions, method of conducting the meeting and approval by voting, minutes of an online or combined online meeting of the General Meeting of Shareholders shall be applied similarly in accordance with provisions of Articles 40 to 46 of this Charter.
- h) Data on registration and voting of shareholders attending an online meeting is part of the data and documents of the General Meeting of Shareholders;
- i) The Board of Directors publishes on ABBANK's website instructions for registration and attendance at an online or combined online meeting when announcing the notice convening the General Meeting of Shareholders.

**Article 40. Attend, authorize for General Meeting of Shareholders<sup>45</sup>**

1. A shareholder shall be deemed to attend and vote at a meeting of the General Meeting of Shareholders in the following case:
  - a) The shareholder being an individual or the representative managing the capital contribution of a shareholder being an organization, the legal representative of shareholder being an organization (in case this shareholder being an organization do not assign or assign insufficient authorized representative for whole shares in ABBANK) attends and votes in person at the meeting;
  - b) The shareholder authorizes other person or organization to attend and vote at the meeting;
  - c) The shareholder attends and votes via an online conference, or by electronic vote or by other electronic forms;
  - d) The shareholder sends his or her voting slips to the meeting by mail, by fax or email.
2. A shareholder appointing multiple authorized representatives must specifically determine the number of shares of each representative. If the shareholder being an organization authorizes in writing for the representative managing its capital

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<sup>45</sup> Article 144 Law on Enterprises

contribution as stipulated in Article 33 of this Charter, this person is automatically the authorized representative to attend and vote at the meeting of General Meeting of Shareholders.

3. Except the case that the representative managing of the capital of a shareholder being an organization is automatically authorized representative attending and voting at the General Meeting of the Shareholders in accordance with Clause 2 of this Article, the authorization for a representative to attend a meeting of the General Meeting of Shareholders must be made in writing on the form in accordance with the law, has full information of shareholders, authorized persons, number of authorized shares and must have signatures according to the following regulations:
  - a) In case the individual shareholder is the principal, the authorization letter must be signed by that shareholder and the authorized person;
  - b) In case the representative managing the capital contribution of an shareholder being an organization is the principal, the authorization letter must be signed by the representative managing the capital contribution of the shareholder and the authorized person to attend the meeting;
  - c) In case the shareholder being an organization has not appointed or has not appointed enough representatives to manage the entire capital contribution at ABBANK, the authorization letter must be signed by the legal representative of the shareholder and the authorized person to attend the meeting;
  - d) In case the lawyer or the authorized person signs the document appointing a representative to attend the meeting on behalf of the principal, the appointment in this case will only be considered valid if the document appointing the representative is presented together with the authorization letter for the lawyer or the authorized person (if not previously registered with ABBANK) which includes the content of re-authorization or re-appointment to another person.
4. When registering to attend a meeting of the General Meeting of Shareholders, the person authorized to attend the meeting must present the written power of attorney prior to entering the meeting room.
5. Except for the case that ABBANK received the notice of one of the following events before the opening of the General Meeting of Shareholders, votes of the authorized person attending the meeting and voting at the meeting of General Meeting of Shareholders within the scope of authorization are still valid when one of the following occurs:
  - a) The authorizing party was dead or restricted or lost the capacity for civil acts;

- b) The authorizing party was suspended the authorization;
- c) The authorizing party has rescinded the authority of the authorized person.

**Article 41. List of shareholders entitled to attend meeting of General Meeting of Shareholders<sup>46</sup>**

1. The convenor of the General Meeting of Shareholders must disclose information on the ABBANK website, the information disclosure system of the State Securities Commission and the Stock Exchange on the last registration date to exercise the right to attend the meeting (date of closing the list of shareholders) at least 20 (twenty) days prior to the expected closing date. At the same time, the convenor of the General Meeting of Shareholders must send a written notice to the Vietnam Securities Depository and Clearing Corporation about the closing of the shareholder list to prepare the shareholder list.
2. The list of shareholders entitled to attend the meeting of the General Meeting of Shareholders shall be made no earlier than 10 (ten) days before the date of sending the notice of invitation to the General Meeting of Shareholders.
3. The list of shareholders entitled to attend a meeting of the General Meeting of Shareholders shall be prepared based on the shareholders' register of ABBANK. During the time ABBANK shares are centrally registered at the Vietnam Securities Depository and Clearing Corporation, the list of shareholders at the date of closing provided by the Vietnam Securities Depository and Clearing Corporation is the basis for determining the rights of shareholders related to that General Meeting of Shareholders.
4. The list of shareholders entitled to attend a meeting of the General Meeting of Shareholders shall contains information on full name, contact address, nationality, and ownership registration number in respect of shareholders being individuals; name, ownership registration number, head office address in respect of shareholders being organizations; and number of shares of each type, number and date of shareholder registration of each shareholder.
5. Shareholders are entitled to inspect, look up, extract and duplicate the name and contact address of shareholders entitled to attend a meeting of the General Meeting of Shareholders; to request correction of wrong information or addition of necessary information about themselves in the list of shareholders entitled to attend a meeting of the General Meeting of Shareholders.

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<sup>46</sup> Article 141 Law on Enterprises

**Article 42. Agenda and contents of meeting of General Meeting of Shareholders<sup>47</sup>**

1. The convenor of a meeting of the General Meeting of Shareholders must prepare the agenda, contents of the meeting.
2. A shareholder or group of shareholders holding at least 05% (five percent) of the total ordinary shares of ABBANK may recommend items to be included in the agenda of a meeting of the General Meeting of Shareholders. The recommendation must be made in writing and be sent to ABBANK no later than three (03) business days prior to the date of opening. The recommendation must specify the name, ownership registration number of shareholder(s), the number of shares of each type of shareholder(s), and the content(s) recommended to be included in the agenda.
3. If the convenor of a meeting of the General Meeting of Shareholders refuses the recommendation specified in Clause 2 this Article, then no later than 02 business days before the date of opening of the meeting of General Meeting of Shareholders, he/she shall so notify in writing with the reason for refusal. The convenor of a meeting of the General Meeting of Shareholders may refuse the recommendation only in the following cases:
  - a) The recommendation is delivered in contravention of provisions of Clause 2 this Article;
  - b) The recommended items do not fall within the decision-making authority of the General Meeting of Shareholders;
  - c) There is not sufficient time to prepare the documentation for, procedure for, or to deal with, the recommended items in accordance with the law and this Charter;
  - d) The recommendation does not have sufficient grounds and necessary evidences or is not for the common benefits of ABBANK.
4. The convenor of a meeting of the General Meeting of Shareholders must accept and include the recommendations stipulated in Clause 2 of this Article into the planned program and agenda of the meeting, except in the cases stipulated in Clause 3 of this Article; the recommendation shall be added officially to the program and agenda for the meeting if the General Meeting of Shareholders so approves.

**Article 43. The notice to convene the General Meeting of Shareholders<sup>48</sup>**

1. The notice to convene the General Meeting of Shareholders must be sent to all shareholders in the list of shareholders entitled to attend the meeting and be disclosed

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<sup>47</sup> Article 142 Law on Enterprises

<sup>48</sup> Article 143 Law on Enterprises

on the ABBANK website and announcement system information of the State Securities Commission and the Stock Exchange, ensuring the following requirements:

- a) The deadline is not later than 21 days before the opening of the meeting (counting from the date the notice is successfully sent by email or handover to mail service providers or from the date that information is published);
  - b) The notice is sent to shareholders by a method guaranteed to reach the shareholder contact address (including email address if shareholder registered); the contents of the name, address of the head office, and enterprise code of ABBANK are available here; name, registration number of the ownership of the shareholder; time, location of the meeting and other requirements for meeting attendees;
  - c) Clearly state the path to all documents of the General Meeting of Shareholders.
2. Documents of the General Meeting of Shareholders published on ABBANK's website must be updated with the amended and supplemented contents (if any) and include<sup>49</sup>:
- a) The agenda, documents used in the meeting;
  - b) List and details of candidates in case of election of members of the Board of Directors, Supervisors;
  - c) Voting slips;
  - d) Draft resolution on each issue on the agenda;
  - e) Sample form of appointment of authorized representative to attend the meeting.
3. The Board of Directors must send a letter inviting the representative of the auditing organization which has audited the annual financial statements of ABBANK to attend the annual General Meeting of Shareholders in the case the audited annual financial statements of ABBANK contains material exceptions, contrary audit opinions or rejections, the representative of the approved auditing organization mentioned above is responsible for attending the annual General Meeting of Shareholders of ABBANK.

**Article 44. Conditions for conducting meeting of General Meeting of<sup>50</sup>**

1. The General Meeting of Shareholders shall be conducted when the number of attending shareholders represents more than 50% (fifty percent) of the voting shares.

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<sup>49</sup> Article 18.3 Model Charter according to Circular 116/2020/TT-BTC

<sup>50</sup> Article 145 Law on Enterprises.

2. Where a firstly convened meeting is not able to be held due to failure of the quorum stipulated in Clause 1 of this Article, then the meeting must be secondly convened within 30 (thirty) days from the intended date of the firstly convened meeting. The secondly convened meeting of General Meeting of Shareholders shall be conducted if number of attending shareholders accounts for at least 33% of the voting shares;
3. Where the secondly convened meeting is unable to be held due to failure of quorum stipulated in Clause 2 of this Article, then it may be convened for a third time within 20 (twenty) days from the date of the intended opening of the secondly convened meeting. In this case, a meeting of the General Meeting of Shareholders shall be convened irrespective of the total number of attending shareholders or ratio of voting shares of shareholders attending the meeting.
4. Only the General Meeting of Shareholders may make decision on change of the agenda accompanying to the notice of invitation to the meeting as stipulated in Article 43 of this Charter.

**Article 45. Procedures for conducting and voting at a meeting of General Meeting of Shareholders<sup>51</sup>**

1. Register for attending:
  - a) Prior to the time of opening of a meeting, shareholders, person authorized to attend the meeting must present at the venue on time as specified in the notice of invitation to carry out the procedure for registration for attending. Time for registration shall be carried out in accordance with the notice of invitation;
  - b) The person who registers to attend the meeting, after completing the registration procedures, shall be issued with voting card and voting slips, voting ballots (if the meeting includes the election of members of the Board of Directors and/or the Board of Supervisors), including the registration number, names of the shareholder and the number of votes corresponding to the number of shares with voting rights of that shareholder;
  - c) When the time for registration is over, if the quorum to hold the meeting has satisfied, the Chairperson can start the meeting to ensure progress, without requirement to wait for presence of all shareholders entitled to attend the meeting;
  - d) Shareholders or authorized persons arriving after the open of the meeting are still allowed to register and have the right to participate in voting the issues immediately after registration. In this case, the validity of previously voted

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<sup>51</sup> Article 146 Law on Enterprises



matters shall not be affected.

2. Chairperson, secretary and vote-counting committee of a meeting are stipulated as follows:
  - a) The Chairperson of the Board of Directors or the Member of Board of Directors authorized by the Chairperson shall act as Chairperson of all meetings which are convened by the Board of Directors; if the Chairperson is absent or is not temporarily incapable to work, the remaining members of the Board of Directors shall elect one of them to act as the Chairperson of the meeting on a majority basis. If they cannot elect a person to act as Chairperson, the head of the Board of Supervisors shall preside the General Meeting of Shareholders to elect the Chairperson of the meeting, and the person with the highest number of votes shall act as the Chairperson of the meeting;
  - b) In other cases, the person who signed the document convening the meeting of the General Meeting of Shareholders shall preside the General Meeting of Shareholders to elect a Chairperson of the meeting, and the person with the highest number of votes shall act as the Chairperson of the meeting;
  - c) The Chairperson may appoint some more persons who are members of Board of Director, General Director/Deputy General Director to assist the Chairperson in presiding the meeting;
  - d) The Chairperson apponts one or more persons to act as secretary of the meeting;
  - e) The General Meeting of Shareholders shall elect members of vote-counting committee as proposed by the Chairperson of the meeting. The General Meeting of Shareholders may elect one or more persons responsible for monitoring the counting of votes when necessary as proposed by the Chairperson of the meeting.
3. The program and agenda of the meeting must be passed by the General Meeting of Shareholders in the opening session. The program must specify in detail the duration applicable to each content in the agenda for the meeting. For the contents specified at Points a, b, c, d, e and f Clause 3, Article 39 of this Charter that are required to be considered by the annual General Meeting of Shareholders in accordance with the law, those contents will be automatically approved, unless 100% of the attending shareholders vote disagree. All issues agreed to be included in the agenda of the meeting must be discussed and voted at the General Meeting of Shareholders.
4. The Chairperson has the right to take necessary and reasonable measures to preside the meeting in a reasonably and orderly manner, and in accordance with the program as passed, and so that it reflects the wishes of the majority of

attendees:

- a) Arrange seats at the meeting place of the General Meeting of Shareholders;
- b) Ensure safety for everyone present at the meeting venues;
- c) Create conditions for shareholders to attend (or continue to attend) the meeting.

The person who convenes the General Meeting of Shareholders has the right to change the above measures and apply all necessary measures. The applied measures may be the issuance of admission permits or use of other options.

- 5. The General Meeting of Shareholders shall discuss and vote on each issue in the agenda for the meeting. For each issue to be voted, shareholders have right to choose one of three options of agree, disagree, and abstentions. The results of the voting counts will be announced immediately prior to the closing of the meeting unless otherwise decided by the General Meeting of Shareholders. The form of voting is as follows:
  - a) For the main contents on the agenda, shareholders vote by writing one of the three voting options: agree, disagree or have no opinion in the vote slips;
  - b) For the election of members of the Board of Directors, the Board of Supervisors, shareholders vote by ballot using cumulative voting method;
  - c) For matters of the meeting formality such as approving the composition of the Vote Counting Committee, voting rules, agenda, minutes of the meeting, and other issues, shareholders vote by raising the voting card or other simple form of voting according to one of the three options: agree, disagree or no opinion.
- 6. Prior to and during the meeting, the Chairperson, the convenor of a meeting of the General Meeting of Shareholders has the following rights:
  - a) To require all persons attending the meeting to be security or medical quarantine checked or to apply necessary and reasonable measures to ensure security, safety and disease prevention;
  - b) To request a competent agency to maintain order during the meeting; to expel from a meeting of the General Meeting of Shareholders any person who fails to comply with the presiding right of the Chairperson, who disrupts the order or intentionally prevents normal progress of the meeting or who fails to comply with a request for security or disease prevention;
- 7. The Chairperson has the right to delay a meeting of the General Meeting of Shareholders with sufficient quorum for no more than 3 (three) business days from the intended opening date, and shall be entitled to delay the meeting or

change the venue of the meeting only in the following cases:

- a) The venue for the meeting does not have sufficient suitable seats for all of the attendees;
  - b) The communication means at the meeting venue do not ensure for the attending shareholders to participate, discuss and vote at the meeting;
  - c) There is an attendee who obstructs the meeting or disrupts order, and there is a risk that the meeting might not be conducted fairly and lawfully;
8. If the Chairperson delay or suspends a meeting of the General Meeting of Shareholders in contravention of the provisions in this Article, the General Meeting of Shareholders shall elect another person from the attendees to replace the Chairperson in presiding the meeting until its completion; and all resolutions passed at such meeting shall be effective.
9. In case that is deemed necessary, the General Meeting of Shareholders may approve another formality of conducting and voting at the meeting that is different from those provided in this Article.

**Article 46. Passing of resolutions of General Meeting of Shareholders<sup>52</sup>**

- 1. The General Meeting of Shareholders shall pass decisions which fall within its power by way of voting at a meeting or collecting written opinions except for the case that must be passed by voting at the meeting specified in Clause 2 of this Article.
- 2. A resolution of the General Meeting of Shareholders on the contents specified in Clauses 1, 4, 6 and 18, Article 38 of this Charter must be approved by voting at the General Meeting of Shareholders, specifically including:
  - a) To approve the development orientation of ABBANK;
  - b) To decide on the number of members of the Board of Directors, the Board of Supervisors; electing, dismissing, removing, electing additional members, replacing members of the Board of Directors, members of the Board of Supervisors;
  - c) To consider and handle according to the authority violations of the Board of Directors, the Board of Supervisors causing damage to ABBANK and ABBANK's shareholders;
  - d) To decide on the division, separation, consolidation, merger, conversion of legal form, dissolution or requesting the Court to open bankruptcy proceedings for ABBANK.
- 3. A resolution of the General Meeting of Shareholders at the meeting shall be

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<sup>52</sup> Article 67.4 Law on Credit Institutions; Article 147.2 Law on Enterprises.

adopted in accordance with the following provisions:

- a) Except for the cases specified in Points b and c, Clause 3 and Clause 5 of this Article, the resolutions of the General Meeting of Shareholders shall be adopted when approved by the number of shareholders representing more than 50% (fifty percent) of the total number of votes of all shareholders attending the meeting.
- b) The resolution of the General Meeting of Shareholders shall be passed when approved by shareholders representing more than 65% (sixty-five percent) of the total number of votes of all shareholders attending the meeting for the contents specified in Clauses 8, 16 and 18, Article 38 of this Charter or when approved by shareholders representing more than 65% (sixty-five percent) of the total number of votes of all shareholders in the case of obtaining written opinions for the contents specified in Clauses 8 and 16, Article 38 of this Charter, specifically including the following contents:
  - (i) Approval of the plan to change the charter capital level; plan to offer and issue shares, including the type of shares and the number of new shares to be offered;
  - (ii) Approving decisions on investment, purchase and sale of fixed assets of ABBANK, with the investment level, expected purchase price or original price in case of sale of fixed assets having a value of 20% (twenty percent) or more of ABBANK's charter capital recorded in the most recent audited financial statements;
  - (iii) Deciding on division, separation, consolidation, merger, conversion of legal form, dissolution or requesting the Court to open bankruptcy proceedings of ABBANK at the General Meeting of Shareholders.
- c) The election of members of the Board of Directors, the Board of Supervisors is carried out by cumulative voting. Accordingly, each shareholder has a total number of votes corresponding to the total number of shares with voting rights multiplied by the number of elected members of the Board of Directors, the Board of Supervisors. Shareholders have the right to accumulate all or part of their total votes for one or several candidates. The elected members of the Board of Directors or the Board of Supervisors are determined by the number of votes from high to low, starting from the candidate with the highest number of votes until the number of members is sufficient. In case there are 2 (two) or more candidates with the same number of votes for the final Member of the Board of Directors or the Board of Supervisors, a re-election will be conducted among the candidates with the same number of votes or selection will be made according to the criteria decided by the General Meeting of Shareholders or stipulated in the election regulations.<sup>53</sup>

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<sup>53</sup> Article 148.3 Law on Enterprises; Article 67.4(d) Law on Credit Institutions.

4. The resolutions approved at the meeting of the General Meeting of Shareholders by the shareholders attending the meeting in person or by proxy accounting for 100% (one hundred percent) of the total voting shares shall be valid and effective even if the sequence and procedures for convening the meeting, agenda and program of the meeting or formality conducting the meeting fails to be implemented in accordance with the law and this Charter.<sup>54</sup>
5. Resolution of the General Meeting of Shareholders changing or canceling special rights associated with a type of preference shares is effective when shareholders represent 65% or more of the total number of votes of all shares attending the meeting agreed. In case the content of the Resolution of the General Meeting of Shareholders changes in the direction of detrimental to the rights and obligations of the preference shareholders, it shall only be approved if at least 75 % (seventy-five) of the total number of preferred shares of that type attending the meeting approved.<sup>55</sup>

**Article 47. Authority and procedures for collection of shareholders' opinions<sup>56</sup>**

1. Other than the circumstances that are compulsorily approved by voting at the meeting of General Meeting of Shareholder as specified in Clause 2 Article 46 of this Charter, the Board of Directors has the right to collect shareholders' written opinions in order to pass a decision of the General Meeting of Shareholders at any time where is deemed necessary for the interests of ABBANK.
2. The Board of Directors must ensure to disclose information according to regulations, prepare a list of shareholders, prepare for General Meeting of Shareholders' opinion polls, draft resolutions of the General Meeting of Shareholders, support documents and send to Shareholders' contact addresses at least 10 (ten) days before the deadline of return via secured method and posted on ABBANK's website.
3. The written opinion form must contain the following basic details:
  - a) Name, head office address and enterprise code of ABBANK;
  - b) Purpose of collecting written opinions;
  - c) Full name, contact address, nationality and number of ownership registration in respect of a shareholder being an individual; and the name, number of ownership registration, head office address of a shareholder being an organization; and the number of shares of each type and number of votes of the

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<sup>54</sup> Article 152.2 Law on Enterprise

<sup>55</sup> Article 148.6 Law on Enterprises; Clause 1 of Article 17 of the model Charter according to Circular 116/2020/TT-BTC

<sup>56</sup> Article 149 Law on Enterprises

- shareholder;
- d) Contents which are sought the opinions in order to pass a decision;
  - e) Voting options comprising agreement, non-agreement or abstention;
  - f) Time-limit within which the completed written opinion form must be returned to ABBANK;
  - g) Full name and signature of the Chairperson of the Board of Directors.
4. Any completed written opinion form must bear the signature of a shareholder being an individual, or of the legal representative of a shareholder being an organization, or of the authorized individual or of the legal representative of the authorized organization.
5. The shareholders may return their written opinion form to ABBANK by post, fax, or e-mail in accordance with the following regulations:
- a) In case of mailing, the opinion form must be contained in a sealed envelope, and no one is allowed to open it before counting votes;
  - b) In case of fax or email, written opinion form sent to ABBANK must be kept confidential until the time of vote counting;
  - c) The written opinion forms sent to ABBANK after the deadline specified in the content of the opinion form or opened in case of mailing and disclosed in case of fax, email is invalid. The opinion form which is not returned is considered as a non-voting vote.
6. The Board of Directors shall conduct the vote-counting and then prepare minutes of the vote counting in the presence of the Board of Supervisors or of a shareholder not holding a managerial position in ABBANK. The minutes of vote-counting shall contain the following basic details:
- a) Name, head office address and enterprise code of ABBANK;
  - b) Purpose of collection of written opinions and contents which are sought opinion in order to pass the resolution;
  - c) Number of shareholders with total number of votes having participated in the vote, classifying the votes into valid and invalid and mentioning the method by which the votes were returned, and including an appendix being a list of the shareholders having participated in the vote;
  - d) Total number of votes in favor of, against and abstentions on each issue voted on;

- e) Contents which have been passed and the corresponding voting ratio;
  - f) Full name and signature of the Chairperson of the Board of Directors and of the person who supervised the vote-counting and the vote counter.
7. The members of the Board of Directors and the persons who counted and supervised the vote-counting shall be jointly liable for the truthfulness and accuracy of the minutes of vote counting and shall be jointly liable for any loss and damage arising from a decision which is passed due to an untruthful or inaccurate vote count.
8. A resolution of the General Meeting of Shareholders in the form of collection of written opinions of shareholders shall be passed if:
- a) It is approved by shareholders representing more than 50% of the total number of votes of all shareholders, except for the case specified in Point b of this Clause;
  - b) It is approved by shareholders representing more than 65% of the total number of votes of all shareholders for the contents specified in Clauses 8 and 16, Article 38 of this Charter, specifically including the following contents:
    - (i) Approval of the plan to change the charter capital level; the plan to offer and issue shares, including the type of shares and the number of new shares to be offered;
    - (ii) Approval of the decision to invest, purchase, or sell fixed assets of ABBANK, where the investment level, expected purchase price or original price in the case of selling fixed assets is worth 20% or more of ABBANK's charter capital recorded in the most recent audited financial statements that reaches the affirmative votes threshold to pass such resolution as stipulated in the point a or b, Clause 3, Clause 5 Article 46 of this Charter (subject to kind of issue to be voted). A decision passed by way of collecting written opinions of shareholders has the same value as a decision passed at the meeting of the General Meeting of Shareholders.
9. Within 15 days from the end of the vote counting, all resolutions and decisions must be sent to the SBV and ABBANK shareholders and disclosed information in accordance with current legal regulations. The sending of resolutions and minutes of counting of votes for the General Meeting of Shareholders to shareholders can be replaced by posting on the ABBANK's website.
10. The collection of shareholders' opinions can be done in the form of electronic voting by the Board of Directors' decisions according to the following provisions:
- a) Ensuring the principles specified at points a, b, c, f, g, h Clause 9, Article 39 of

this Charter;

- b) Ensure similar requests for shareholders' written opinions as prescribed in Clauses 1, 2, 3, 6, 7, 8 and 9 of this Article;
- c) The collection of shareholders' opinions by means of electronic voting as prescribed in this Clause is as valid as collecting written opinions of shareholders. Resolutions of the General Meeting of Shareholders passed in the form of electronic voting is as valid as passed at the meeting of the General Meeting of Shareholders.
- d) The Board of Directors publishes on the website of ABBANK instruction and guideline the implementation of voting by electronic voting at the same time of announcement of collection of shareholders' opinions.

**Article 48. Minutes of meeting of General Meeting of Shareholders<sup>57</sup>**

1. Meetings of the General Meeting of Shareholders shall be minuted and may be sound recorded or recorded and stored in other electronic forms. Minutes must contain the following main details:
  - a) Name, head office address, and enterprise code of ABBANK;
  - b) Time and venue of the meeting of General Meeting of Shareholders;
  - c) Agenda and contents of the meeting;
  - d) Full name of Chairperson and secretary;
  - e) Summary of developments of the meeting and of opinions stated in the General Meeting of Shareholders on each content set out in the meeting agenda;
  - f) Number of shareholders and total number of votes of attending shareholders, appendix listing registered shareholders and representatives of shareholders attending the meeting with the total number of their shares and the corresponding total number of votes;
  - g) Total number of votes for each issue voted on, which specify the method of voting, the number of valid or invalid votes, the number of votes in favor of, against, and abstentions an issue; and the corresponding percentage of the total number of votes of shareholders attending the meeting;
  - h) Contents which were passed and corresponding percentage of affirmative votes of such passing;

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<sup>57</sup> Article 150 Law on Enterprises



- i) Full name and signatures of the Chairperson and secretary.

In the case that the Chairperson or secretary refuses to sign the meeting minutes, this minute shall be effective if signed by all other members of the Board of Directors attending the meeting and have all the contents as prescribed in this Clause. Minutes of the meeting shall clearly state that the Chairperson, secretary refused to sign the meeting minutes.

2. Minutes must be prepared in Vietnamese and could also be in English. In the case of any difference in the contents of the minutes between the Vietnamese text and the English text, the contents in the Vietnamese text shall prevail.
3. The minutes of a meeting of the General Meeting of Shareholders must be completed and approved prior to the closing of the meeting.
4. The Chairperson and secretary of the meeting must be jointly liable for the truthfulness and accuracy of the contents of the minutes.
5. The minutes and resolutions of a meeting of the General Meeting of Shareholders must be sent to SBV and all ABBANK's shareholders within fifteen (15) days from the date of the closing of the meeting; and is disclosed within 24 hours from the time the Minutes and Resolution are passed. The sending of resolutions and minutes of the meeting to shareholders is replaced by posting on the ABBANK's website.

In case the General Meeting of Shareholders approves the election, dismissal or removal of members of the Board of Directors or members of the Board of Supervisors, ABBANK must submit a written report with relevant documents to the State Bank within 10 (ten) days from the date of approval.

**Article 49. Demand for cancellation of resolutions of General Meeting of Shareholders<sup>58</sup>**

1. A resolution of the General Meeting of Shareholders takes effect from the date of its adoption or from the effective time stated in that resolution.
2. Within ninety (90) days from the date of receipt of the minutes of a meeting of the General Meeting of Shareholders or the minutes of results of counting written opinion forms of shareholders, a shareholder or group of shareholders holding from 05% (five percent) of the total ordinary shares have the right to request the court or arbitrator to consider and overturn a decision of the General Meeting of Shareholders in the following cases:
  - a) The sequence and procedures for convening the meeting of the General

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<sup>58</sup> Article 151 Law on Enterprises.

Meeting of Shareholders, for obtaining written opinions from shareholders or for issuing the decision of the General Meeting of Shareholders materially breach the Law on Enterprises and this Charter, except in the case set out in Clause 4 Article 46 of this Charter;

- b) The content of the resolution violating laws or this Charter.

### **Section 3: BOARD OF DIRECTORS**

#### **Article 50. Powers, term and the number of members of Board of Directors<sup>59</sup>**

1. The Board of Directors is the body managing ABBANK and shall have full authority to make decisions in the name of ABBANK and to exercise the rights and perform the obligations of ABBANK which do not fall within the authority of the General Meeting of Shareholders.
2. The Board of Directors shall consist of at least 05 (five) members and not more than 11 (eleven) members. The specific number of the members of the Board of Directors shall be decided by the General Meeting of Shareholders. The Board of Directors must have at least 02 independent members; 2/3 (two-thirds) of the total number of members must be independent members and non-executives members.
3. Individuals and Related Persons of such individuals or people being capital contribution representatives of a shareholder being an organization and the Related Persons of such persons shall be permitted to participate in the Board of Directors but must not exceed 02 (two) members of ABBANK Board of Directors, except in the case of representatives of State capital contributions or the mandatory transferee.
4. The term of the Board of Directors shall be 05 (five) years. The term of members of the Board of Directors shall be in line with term of the Board of Directors. Members of the Board of Directors may be re-elected or re-appointed with unlimited number of terms, except for independent members of the Board of Directors may not be elected in 02 consecutive terms to comply Point e Clause 2 Article 51 of this Charter. The term of office of an additional member or of a replacement for a member shall be the remaining period of the term of office of the Board of Directors. The Board of Directors of the recently terminated term shall continue its operation until the Board of Directors of the new term takes over.

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<sup>59</sup> Articles 50, 69 Law on Credit Institutions; Article 41.3(b) Law on Securities; Article 276.4 of Decree 155/2020/ND-CP and Article 26.3 of Model Charter according to Circular 116/2020/TT-BTC.

5. In case the Board of Directors has fewer members than the minimum number of members as prescribed in Clause 2 of this Article, within 90 (ninety) days from the date of insufficient minimum number of members, ABBANK must elect additional members to ensure the minimum number of members, except for the case prescribed in Clause 5, Article 166 of the Law on Credit Institutions.
6. The Board of Directors uses ABBANK's seal, apparatus and means of the Bank; and may hire external consulting services (including foreign experts) for the purpose of organising the implementation its duties in accordance with the provisions of law and the Bank's internal regulations.
7. The staff that directly advises and assists the Board of Directors includes the Board of Directors Office, the positions of Company Secretary and the Person in charge of corporate governance as prescribed by laws. The functions and tasks of the staff that advises and assists the Board of Directors are determined by the Board of Directors.
8. The Board of Directors set up Committees to perform its duties and powers, specifically as follows:
  - a) The Board of Directors must establish a Risk Management Committee and a Personnel Committee. The Board of Directors shall decide on the duties and powers of these two Committees in accordance with the regulations of the Governor of the State Bank;<sup>60</sup>
  - b) Depending on the actual requirements in each period, the Board of Directors shall establish and promulgate the Regulations on the organization and operation of other Committee(s) or Council(s) under the Board of Directors in addition to the 02 Committees specified in Point a of this Clause.

**Article 51. Criteria and conditions for acting as Member of Board of Directors<sup>61</sup>**

1. A Member of the Board of Directors must satisfy the following criteria and conditions:
  - a) Not falling into the cases of not being allowed to hold the positions prescribed in Clause 3, Article 23 of this Charter;
  - b) Having professional ethics as prescribed by the Governor of the State Bank;<sup>62</sup>
  - c) Having a university degree or higher;
  - d) Having one of the following conditions: Having at least 03 (three) years as a

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<sup>60</sup> Article 9.1 Circular 13/2018/TT-NHNN

<sup>61</sup> Article 50 Law on Credit Institutions

<sup>62</sup> Circular 22/2018/TT-NHNN (amended and supplemented by Circular No. 10/2024/TT-NHNN).

manager or operator of a credit institution; having at least 05 (five) years as a manager of an enterprise operating in the financial, accounting, auditing sector or of another enterprise with minimum equity capital equal to ABBANK's legal capital; having at least 05 (five) years working directly in the professional department of a credit institution or foreign bank branch; At least 05 years of direct working experience in finance, banking, accounting, auditing divisions.

2. For the independent Board of Directors members, in addition to the criteria stipulated in Clause 1 of this Article and the following standards and conditions:
  - a) Not being a person currently working for ABBANK or any its subsidiary; or not being a person used to work for ABBANK or any its subsidiary at any time within 03 (three) preceding years;
  - b) Not being the person who is receiving the regular salary or remuneration of ABBANK in addition to the remuneration and allowances paid to the members of the Board of Directors as prescribed;
  - c) Not being a person, whose spouse, father, mother, child, sibling and spouse of these persons are major shareholder of ABBANK, Manager or Member of the Board of Supervisors of ABBANK; Manager or supervisor, Member of the Board of Supervisors of ABBANK's subsidiary;
  - d) Not being a representative of ownership of shares at ABBANK; not owning or together with a Related Person directly, indirectly owning 01% (one percent) or more of the charter capital or voting shares of ABBANK;
  - e) Not being a Manager or Member of Board of Supervisors of ABBANK at any time within 05 (five) preceding years.
3. Members of the Board of Directors must comply with the provisions on not concurrently holding positions prescribed in Clauses 1, 2 and 3, Article 24 of this Charter.

#### **Article 52. Duties and powers of Board of Directors<sup>63</sup>**

The Board of Directors has the following duties and powers:

1. To submit to the General Meeting of Shareholders for decision and approval of the contents within the duties and powers of the General Meeting of Shareholders as stipulated in Article 38 of this Charter.
2. To decide on the organizational structure of ABBANK, the establishment, closure, termination of operations, change of operations of branches, transaction

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<sup>63</sup> Article 70 Law on Credit Institutions; Article 153.Law on Enterprises.

offices, representative offices, and public service units of ABBANK.

3. To appoint, dismiss, discipline, suspend, and decide on salary, bonus, and other benefits for the General Director, Deputy General Director, and other Executives or other positions under the authority of the Board of Directors according to the internal regulations of the Board of Directors.
4. To appoint a representative of ABBANK's capital contribution at other enterprises and credit institutions.
5. Approve the plan for capital contribution, purchase, and sale of shares and capital contributions of ABBANK at other enterprises and credit institutions where the capital contribution value, expected purchase price, or book value in the case of selling shares and capital contributions is less than 20% (twenty percent) of ABBANK's charter capital recorded in the most recent audited financial statements.
6. To decision on investment, purchase and sale of fixed assets of ABBANK with the investment level, expected purchase price or original price in case of sale of fixed assets with a value of 10% (ten percent) or more of ABBANK's charter capital recorded in the most recent audited financial statements, except for investment, purchase and sale of fixed assets under the decision-making authority of the General Meeting of Shareholders in the cases specified in Clause 1, Article 31 and Clauses 16 and 17, Article 38 of this Charter; to regulate the decentralization and authorization of approval to subordinates for investment, purchase and sale transactions of fixed assets with a value of less than 10% (ten percent) of ABBANK's charter capital recorded in the most recent audited financial statements.
7. To approve the granting of credit to the persons specified in Clause 1, Article 135 of the Law on Credit Institutions in accordance with the provisions of Clause 3, Article 135 of the Law on Credit Institutions and relevant regulations of the Governor of the State Bank<sup>64</sup>; To decide on the amount of credit granted in accordance with the provisions of Clause 7, Article 136 of the Law on Credit Institutions, except for contracts and other transactions under the decision-making authority of the General Meeting of Shareholders; To regulate the decentralization and delegation of credit approval authority of approval levels at ABBANK, except for transactions under the decision-making authority of the General Meeting of Shareholders or must be decided by the Board of Directors in accordance with the provisions of laws and this Charter.
8. To approve contracts and other transactions with a value of less than 20% (twenty percent) of ABBANK's charter capital recorded in the most recent

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<sup>64</sup> Article 135.3 Law on Credit Institutions.

audited financial statements between ABBANK and members of the Board of Directors, members of the Board of Supervisors, General Director, and major shareholders of ABBANK; Related Persons of Managers, members of the Board of Supervisors, major shareholders of ABBANK; subsidiaries, affiliated companies of ABBANK.

9. To approval of contracts and other transactions with a value of 10% (ten percent) or more of ABBANK's charter capital recorded in ABBANK's most recent audited financial statements; To approval of the issuance of bonds (except for convertible bonds); To decide on ABBANK's borrowing transactions (except for interbank borrowing transactions) with a value of 20% (twenty percent) or more of ABBANK's charter capital recorded in the most recent financial statements and regulations on decentralization and delegation of authority to subordinates to decide on borrowing transactions and other transactions with a value of less than 20% (twenty percent) of ABBANK's charter capital recorded in the most recent financial statements.
10. To inspect, supervision, and give direction for the General Director in performing assigned tasks; To conduct annual assessment on the General Director's work performance.
11. To develop the internal regulations on ABBANK governance, the Board of Directors' Operating Regulations for approval by the General Meeting of Shareholders<sup>65</sup>; Issue internal regulations related to the organization, governance, and operations of ABBANK in accordance with the provisions of the Law on Credit Institutions and other relevant legal provisions, except for matters under the authority of the General Meeting of Shareholders.
12. To decide on risk management policies and supervise the implementation of risk prevention measures of ABBANK.
13. To review and approve the annual report of ABBANK.
14. To decide on the offering of new shares within the scope of the number of shares authorized for offering.
15. To decide on the offering price of shares and convertible bonds of ABBANK.
16. To decide to repurchase ABBANK shares according to the approved plan.
17. To propose the plan for profit distribution, dividend payment level; decide on the time limit and procedures for dividend payment or handling of losses arising during the business process.

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<sup>65</sup> Article 270.2, Article 278.4 & 287.6 Decree 155/2020/NĐ-CP; Article 27.2(q) Model Charter according to Circular 116/2020/TT-BTC.

18. To prepare relevant contents and documents to submit to the General Meeting of Shareholders for decision on matters under the authority of the General Meeting of Shareholders, except for matters under the functions and duties of the Board of Supervisors.
19. To approve the program and operation plan of the Board of Directors; program, contents, documents serving the General Meeting of Shareholders; convene the General Meeting of Shareholders or collect shareholders' opinions in writing to pass resolutions and decisions of the General Meeting of Shareholders.
20. To organize, inspect and supervise the implementation of resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
21. To notify promptly the State Bank of information that negatively affects the qualifications of members of the Board of Directors, the Board of Supervisors, and the General Director.
22. To report on the activities of the Board of Directors at the General Meeting of Shareholders in accordance with Article 280 of Decree No. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.
23. Other duties and powers as prescribed by laws and this Charter<sup>66</sup>.

**Article 53. Duties and powers of the Chairperson of Board of Director<sup>67</sup>**

1. The Chairperson of Board of Directors shall be elected, removed, dismissed by Board of Directors among members of the Board of Directors which have been elected by the General Meeting of Shareholders.
2. The Chairperson of the Board of Directors has the following rights and obligations:
  - a) To prepare working plans and programs of the Board of Directors; be responsible for the performance of his/her's rights and obligations;
  - b) To convene and preside the meetings of the Board of Directors;
  - c) To sign documents under the authority of the Board of Directors on behalf of the Board of Directors;
  - d) To organize for resolutions, decisions of the Board of Directors to be passed;
  - e) To monitor, to organize monitoring the implementation of resolutions,

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<sup>66</sup> Article 153 of the Law on Enterprises, Articles 278.8, 278.9 and Article 280 of Decree No. 155/2020/ND-CP; Article 27.3 of the Model Charter according to Circular 116/2020/TT-BTC.

<sup>67</sup> Article 71 Law on Credit Institutions Article 156 Law on Enterprises; Article 29 Model Charter according to Circular 116/2020/TT-BTC.

- decisions of the Board of Directors;
- f) To chair meetings of the General Meetings of Shareholders;
  - g) To ensure that members of the Board of Directors receive complete, objective and accurate information have enough time to discuss on matters which the Board of Directors shall consider;
  - h) To allocate detail tasks to each Member of the Board of Directors;
  - i) To supervise members of the Board of Directors in performance of rights, duties and works assigned;
  - j) May only authorize another Member of the Board of Directors to exercise the rights and obligations of the Chairperson of the Board of Directors during absence or inability to perform duties;
  - k) Annually, to evaluate the performance of each Member of the Board of Directors and the Councils, Committees of the Board of Directors and report to the General Meeting of Shareholders on the results of this evaluation;
  - l) Other rights and obligations in accordance with law and this Charter.
3. Where the Chairperson of the Board of Directors is absent, he or she shall authorize in writing a Deputy Chairperson of Board of Directors to exercise the rights and perform the obligations of the Chairperson of the Board of Directors. If the Deputy Chairperson of the Board of Directors is also absent, the Chairperson of the Board of Directors shall authorize other Member of Board of Directors to exercise the rights and perform the obligations of the Chairperson of the Board of Directors. Where no person is authorized or the Chairperson of the Board of Directors is unable to exercise the duties and obligations in accordance with Clause 4 Article 156 Law on Enterprises, the remaining members shall select one of them to temporarily hold the position of the Chairperson of the Board of Directors on the basis of majority until having new decision of the Board of Directors.
  4. In case the Chairperson of the Board of Directors resigns or is dismissed, the Board of Directors must elect a replacement within 10 (ten) working days from the date of receipt of the resignation or dismissal application.

**Article 54. Duties and rights of the members of Board of Director<sup>68</sup>**

1. Together with other members of the Board of Directors, to manage ABBANK in accordance with laws and this Charter.
2. To perform the duties and rights of a Member of the Board of Directors in accordance with the internal regulations of the Board of Directors and the

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<sup>68</sup> Article 72 Law on Credit Institutions; Article 41.5 of the Law on Securities and Article 159 Law on Enterprises.



assignment of the Chairperson of the Board of Directors honestly and carefully, for the benefit of ABBANK and ABBANK shareholders; promote the independence of independent members of the Board of Directors in exercising their rights and obligations; be responsible for the exercise of their rights and obligations.

3. To review the audit report of financial statement prepared by the independent auditor, give opinions or request ABBANK's Executives, independent auditors and internal auditors to explain and clarify issues related to the report.
4. Request the General Director, Deputy General Director, and other managers of ABBANK to provide information and documents on the financial situation and business activities of the Bank and related units in the Bank to perform the assigned duties of a member of the Board of Directors, in accordance with the regulations of the Board of Directors.
5. To propose the Chairperson of the Board of Directors to convene an extraordinary meeting of the Board of Directors;
6. To attend all meetings of the Board of Directors, discuss and vote on the contents of the Board of Directors' duties and powers as prescribed by laws and this Charter. Be responsible before the law, the General Meeting of Shareholders and the Board of Directors for their decisions. In case the voting content has a conflict of interest with any member, that member shall not participate in the vote.
7. Board of Directors members are not allowed to authorize others to attend Board of Directors meetings to decide on the contents specified in Clauses 1, 3, 5, 6, 7, 8, 9, 11, 12, 13 and 17, Article 52 of this Charter; for other contents, Board of Directors members are allowed to authorize others to attend meetings and vote if approved by the majority of Board of Directors members<sup>69</sup>.
8. To implement the decisions of the General Meeting of Shareholders and the Board of Directors;
9. To provide explanation, when so requested, to the General Meeting of Shareholders and to the Board of Directors on performance of duties assigned to such member.
10. Other duties as prescribed by laws and this Charter.

#### **Article 55. Passing the decisions of Board of Directors**

1. The Board of Directors approves the decision by voting at the meeting or collecting opinions of the members of the Board of Directors. Each Member of the Board of

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<sup>69</sup> Article 72.5 Law on Credit Institutions; Article 157.11 Law on Enterprises.

Directors has one vote, except where the member has no voting right on the matter.

2. A decision of the Board of Directors shall be adopted if approved by a majority of the members with voting rights. In case of equal number of votes, the final decision shall belong to the side with the vote of the Chairperson of the Board of Directors<sup>70</sup> or the Chairperson of the meeting (in case the Chairperson of the Board of Directors is absent and does not submit voting opinions in advance).
3. The Board of Directors shall promulgate a Regulation on specifying the approval of decisions of the Board of Directors on the basis of compliance with the provisions of law and this Charter.
4. If the Board of Directors approves a resolution in contravention of the law, resolution of the General Meeting of Shareholders, or the provisions of this Charter, that causes loss to ABBANK, then the members who approve such resolution shall be personally jointly liable for such resolution and decision, and they must indemnify ABBANK for loss; any member who opposed the passing of such resolution shall be relieved from liability. In such case, a shareholder of ABBANK has the right to request the Court to suspend or rescind such resolution or decision as mentioned above.<sup>71</sup>

**Article 56. The formality of meeting of Board of Directors<sup>72</sup>**

1. The first meeting of the Board of Directors is conducted within 07 (seven) working days from the election of the Board of Directors for that term to elect the Chairperson of the Board of Directors. This meeting is convened and chaired by the member with the highest number of votes or the highest percentage of votes. In case there are more than one member with the highest and equal number of votes, members shall elect according to the majority rule to choose one of them to convene a meeting of the Board of Directors. At this meeting, the Board of Directors elected the Chairman of the Board of Directors.
2. The Board of Directors meets at least quarterly and may hold extraordinary meetings.
3. The Board of Directors shall hold extraordinary meetings in the following cases:
  - a) Upon decision of the Chairperson of the Board of Directors if it is necessary for the interests of ABBANK;
  - b) Upon request of the Board of Supervisors;
  - c) Upon request of at least one (01) independent Member of the Board of

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<sup>70</sup> Article 157 Law on Enterprises

<sup>71</sup> Article 153.4 Law on Enterprises

<sup>72</sup> Article 157 Law on Enterprises; Article 30 Model Charter according to Circular 116/2020/TT-BTC

Directors or 02 members of the Board of Directors;

- d) Upon request of the General Director or upon request of at least 05 (five) other Managers of ABBANK;
- e) Other cases as prescribed by laws.

The request of extraordinary meeting of Board of Directors specified in point b, c and d this Clause must be made in writing and must specify the objectives and issues which require to be discussed, and decisions within the authority of the Board of Directors.

The Chairperson of the Board of Directors must convene a meeting of the Board of Directors within a time-limit of 07 (seven) business days from the date of receipt of a request stipulated in point b, c and d this Clause. If the Chairperson fails to convene a meeting of the Board of Directors pursuant to a request, the Chairperson of the Board of Directors shall be liable for loss caused to ABBANK; then the person making the request has the right to convene a meeting of the Board of Directors in place of the Chairperson of the Board of Directors.

- 4. The Board of Directors conducts a face-to-face meeting or online meeting or a combination of both. In case of online meeting or combined online meeting, the following provisions must be complied:
  - a) An online meeting or combined online meeting can be conducted using technology applications and internet systems, via phone, videoconference, other forms of online communication between members of the Board of Directors, groups of Board members when all or several members are in different locations.
  - b) An online or combined online meeting must ensure that each member participating in the meeting can:
    - (i) Hear each other member participating in speaking during the meeting;
    - (ii) Speak to all other participating members simultaneously.
  - c) Members of the Board of Directors participating in the online meeting specified in this Clause are considered present at that meeting.
  - d) Venue and time of the online meeting are determined as the venue and time that the largest group of members of the Board of Directors gathers, and if there is no such group, the venue and time of the meeting will be determined to be place the Chairperson of the meeting is present.

- e) A decision passed in an online meeting or combined online meeting in accordance with this Clause are effective and valid as that decision passed at a regular face-to-face meeting. The members of the Board of Directors are responsible for signing the Minutes of the Board Meeting to complete the meeting documents after the online meeting ends.
5. When convening a meeting, the Chairperson of the Board of Directors or the convenor of the meeting must send a meeting invitation at least 03 (three) business days prior to the meeting date. The notice of the meeting of the Board of Directors contains information about the time and venue of the meeting, the agenda and contents to be discussed, and decisions, attached to documents used at the meeting. The meeting notice must be sent via post, fax, email or other method ensured to reach the contact address of each Member of the Board of Directors registered with ABBANK so that members of the Board of Directors can received in the most convenient and fastest way. The convener may notify a meeting outside the usual time limit above in cases where urgent decisions by the Board of Directors are required, after prompt consultation and agreed by the members of the Board of Directors; meeting documents in this case may be sent to the Board of Directors members at the meeting.

The Chairperson of the Board of Directors or the convenor shall send the notice of invitation to attend the meeting together with the enclosed documents to Board of Supervisors in the same manner to the members of the Board of Directors. The Head of the Board of Supervisors have the right to attend meetings of the Board of Directors; has the right to discuss but not to vote.<sup>73</sup>

6. A meeting of the Board of Directors shall be held with presence of three quarters (3/4) or more of the total members. If the meeting convened in accordance with this Clause does not have the quorum as stipulated, it shall be convened for a second time within 7 (seven) days from the intended date of the first meeting. In this case, the meeting shall be conducted if more than half of the number of members of the Board of Directors attend the meeting.
7. A Member of the Board of Directors is considered attending and voting at a meeting in the following cases:
- a) Attend and directly vote at the meeting;
  - b) Authorize another person to attend the meeting and vote as prescribed in Clause 8 of this Article;
  - c) Attend and vote via online meeting, electronic voting or other electronic means;
  - d) Send votes to the meeting by post, fax, or email

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<sup>73</sup> Article 53.5 Law on Credit Institutions; Article 155.7 Law on Enterprises, Article 30.7 Model Charter under Circular 116/2020/TT-BTC.

8. Members must attend all meetings of the Board of Directors. A Member of the Board of Directors may authorize other person to attend the meeting and vote if it is approved by a majority Member of the Board of Directors, except for cases where authorization is not permitted as prescribed in Clause 6, Article 54 of this Charter<sup>74</sup>.
9. In case Member of the Board of Directors send his/her voting opinion in writing or by fax, email in advance, the votes must be submit to the Chairperson of the meeting of the Board of Directors at least 1 (one) hour prior to the opening time. Votes in advance of the Board of Director's members will be anounced with the witness of all members directly attending the meeting. In case members of the Board of Directors vote through the application of electronic voting software, comply with relevant regulations of the Board of Directors regarding the approval of decisions of the Board of Directors.
10. Minutes of meetings of Board of Directors<sup>75</sup>:
  - a) All meetings of the Board of Directors must be minuted in the minutes of meeting of Board of Directors. The details of the meeting may be sound recorded or recorded on video and stored in the electronic forms enclosed with the minutes of meeting of Board of Directors. The minutes of meeting of Board of Directors must include the following main contents:
    - (i) Name, address of the head office, and ABBANK's license/enterprise code;
    - (ii) Purpose, program and agenda of meeting;
    - (iii) Time and venue of meeting;
    - (iv) Full name of each Member of the Board of Directors attending the meeting or other persons authorized to attend the meeting and method of attending the meeting; full names of members not attending the meeting and reasons for not attending;
    - (v) Contents discussed and voted at the meeting;
    - (vi) Summary of opinions of members attending the meeting in process of the development of the meeting;
    - (vii) Result of voting on specific contents, which shall indicate the members who agree, who do not agree and who abstain from voting and other opinions (if any)

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<sup>74</sup> Article 72.5 Law on Credit Institutions; Article 157.11 Law on Enterprises.

<sup>75</sup> Article 158 Law on Enterprises

- (viii) Summary of the issues that have been passed and the respective affirmative vote ratio thereof;
  - (ix) Full names and signatures of the Chairperson of the meeting and the person writing the minutes, attending members.
- b) Members presenting at the meeting are responsible for signing and certifying the contents of the meeting minutes. All members of the Board of Directors shall sign on one Minutes of Meeting or one/several members can sign different counterparts of the meeting minutes with the same content. If a member presenting at the meeting refuses to sign the minutes, the reason must be clearly stated.
- c) In case the Chairperson and the minutes taker refuse to sign the minutes, but if it is signed by all other members of the Board of Directors attending the meeting and agreed on the minutes; and if the minutes contains all information prescribed in Points a of this Clause, it will be effective. The minutes shall clearly state the reasons why the Chairperson and the minute taker refuse to sign on it. The persons who signed the minutes are jointly responsible for the accuracy and truthfulness of the minutes. The chairperson and minute taker shall take personal liability for the damage caused to ABBANK by refusing to sign the meeting minutes in accordance with the Law on Enterprises, this Charter and relevant laws.<sup>76</sup>
- d) Minutes of meeting of the Board of Directors shall be prepared in Vietnamese or be prepared in bilingual languages of Vietnamese and English. If any items in these two versions of minutes are different then the Vietnamese version shall prevail.
- e) Minutes of the meeting of the Board of Directors shall be sent to the members of the Board of Directors. The sending of the minutes of the meeting of the Board of Directors can be performed by sending in person, by mail, fax, or email.

**Article 57. Procedures for collecting opinions of members of the Board of Directors**

1. The Chairperson of the Board of Directors decides to collect opinions of the members of the Board of Directors instead of the meeting to pass decisions of the Board of Directors in the following cases:
  - a) It is required a decision of the Board of Directors during the interval time between two meetings of the Board of Directors in order to promptly meet the

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<sup>76</sup> Amended and supplemented on April 20, 2022

management and business demand of ABBANK;

- b) Laws on credit institutions or securities and securities market or enterprises and ABBANK's Charter do not mandate dealing contents to be approved at the meeting of the Board of Directors;
- 2. The collecting opinions to pass the decisions of the Board of Directors are conducted in the form of documents, email of the members of Board of Directors registered with ABBANK or application software applied by ABBANK from time to time or a combination of the above forms. Sending and receiving documents and information via email or application software applied by ABBANK shall be as valid as such documents are sent and received by normal documents.
- 3. Voting of members of the Board of Directors in writing, by email or voting via applied application software shall be as valid as voting at the meeting of the Board of Directors. A decision passed in the form of collecting opinions of members of the Board of Directors has the same validity as a decision passed at a meeting of the Board of Directors.
- 4. The written summary of voting opinions together with documents of seeking for opinions of the members of the Board of Directors are valid and kept as minutes of the Board of Directors's meeting.
- 5. The sequence, and procedure to collect opinion of members of Board of Directors to pass a decision of Board of Directors shall be conducted in accordance with regulations issued by Board of Directors from time to time.

**Article 58. The Company Secretary and the Persons In-charge of Corporate Governance of ABBANK<sup>77</sup>**

- 1. If considered necessary, the Board of Directors shall recruit and appoint a Company Secretary in accordance with Clause 5, Article 156 of the Law on Enterprises to support the Board of Directors and Chairperson of the Board of Directors to perform the obligations within its competence as prescribed by laws and this Charter. The Company Secretary has the following rights and obligations:
  - a) To assist to convene the meetings of the General Meeting of Shareholders or of the Board of Directors; to record the minutes of meetings;
  - b) To support the members of the Board of Directors to exercise the assigned rights and perform the assigned obligations;

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<sup>77</sup> Article 156.5 Law on Enterprises; Article 281.1 Decree 155/2020/NĐ-CP; Article 32 of model Charter according to Circular 116/2020/TT-BTC.

- c) To support the Board of Directors in applying and implementing corporate governance principles;
  - d) To support ABBANK to build up the relationship with the shareholders and protect the legitimate rights and interests of the shareholders;
  - e) To support ABBANK to properly comply with the obligations to provide and disclose information and comply with administrative procedures.
  - f) Other rights and obligations as stipulated by laws and this Charter.
2. The Board of Directors must appoint at least 01 (one) person to act as the Person In-charge of Corporate Governance of ABBANK. The Person In-charge of Corporate Governance can concurrently act as the Company Secretary. The Person In-charge of Corporate Governance cannot concurrently work for an independent audit company that is auditing the financial statements of ABBANK. The Person In-charge of Corporate Governance has the following rights and obligations:
- a) To advise the Board of Directors on organizing meetings of the General Meeting of Shareholders and on relevant works between ABBANK and shareholders;
  - b) To prepare meetings of the Board of Directors, of Board of Supervisors and of the General Meeting of Shareholders as requested by the Board of Directors or Board of Supervisors;
  - c) To advise on meeting procedures;
  - d) To attend all meetings;
  - e) To advise on procedures for formulating resolutions of the Board of Directors in compliance with laws;
  - f) To provide financial information, copies of minutes of the Board of Directors and other information to members of the Board of Directors and of the Board of Supervisors;
  - g) To oversee and report to the Board of Directors on activities of disclosure of information by ABBANK;
  - h) To be the liaison point with interested parties;
  - i) To maintain confidentiality of information in accordance with laws and this Charter;
  - j) Other rights and obligations as stipulated by laws and this Charter.



**Section 4:**  
**BOARD OF SUPERVISORS**

**Article 59. Board of Supervisors<sup>78</sup>**

1. The Board of Supervisors shall monitor and evaluate the compliance with the provisions of laws, this Charter, internal regulations and resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
2. The Board of Supervisors of ABBANK shall have a minimum of 05 (five) members. Members of the Board of Supervisors shall elect one of them to be the Head of the Board of Supervisors.
3. The Board of Supervisors shall have the Internal Audit and assisting units, and shall be entitled to use resources of ABBANK, to hire the foreign experts and external organizations to perform its duties.
4. The term of the Board of Supervisors shall be 05 (five) years. The term of members of the Board of Supervisors shall be the same to the term of the Board of Supervisors. Members of the Board of Supervisors may be re-elected or re-appointed for an unlimited number of terms. The term of office of an additional member or of a replacement for members whose status was automatically lost or who was removed or dismissed during his or her term of office, shall be the remaining period of the term of office. At the end of a term of office, the current Board of Supervisors shall continue its activities until the Board of Supervisors of the new term takes over the works.
5. In case the Board of Supervisors has fewer members than the minimum number of members prescribed in this Clause, within 90 days from the date of insufficient minimum number of members, ABBANK must elect additional members to ensure the minimum number of members, except for the case prescribed in Clause 5, Article 166 of the Law on Credit Institutions.
6. Criteria and conditions for members of Board of Supervisors<sup>79</sup>:
  - a) Not falling into the cases of not being allowed to hold the positions prescribed in Clause 3, Article 23 of this Charter.
  - b) Have professional ethics according to regulations of the Governor of the SBV;
  - c) University graduated in either majors of finance, banking, economy, business administration, law, accounting, or auditing;

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<sup>78</sup> Article 51, 52 Law on Credit Institutions; Article 286 Decree 155/ND-CP; Article 37 Model Charter according to Circular 116/2020/TT-BTC

<sup>79</sup> Article 41.3 Law on Credit Institutions.

- d) Have at least 03 (three) years of of direct working experience in the financial, banking, accounting, and auditing industries;
- e) Not be a Related Person of any Manager of ABBANK;
- f) Not work in the accounting, finance division of ABBANK; Not be a member or employee of the independent auditing company auditing the financial statements of ABBANK within the three (03) preceding years<sup>80</sup>.
- g) The Head of the Board of Supervisors must reside in Vietnam during his/her office term.
- h) Members of the Board of Supervisors must comply with the provisions on not simultaneously holding positions in Clause 4, Article 24 of this Charter.

**Article 60. Duties and powers of the Board of Supervisors<sup>81</sup>**

1. To supervise the management and operation of ABBANK in compliance with laws, internal regulations, the Charter and resolutions and decisions of the General Meeting of Shareholders and the Board of Directors of ABBANK; be responsible to the General Meeting of Shareholders in performing assigned tasks and powers according to the provisions of the Law on Credit Institutions and this Charter.
2. To issue the Operating Regulations of the Board of Supervisors after being approved by the General Meeting of Shareholders; issue other internal regulations of the Board of Supervisors. Annually, review the internal regulations of the Board of Supervisors, internal regulations on accounting and reporting.
3. To organize internal audits; have right to access to and be provided with sufficient, accurate and timely information and documents related to management and operation activities of ABBANK; has the right to use ABBANK's resources to perform assigned tasks; The Board of Supervisors is entitled to hire experts, independent consultants and outside organizations to perform its duties but is still responsible for the performance of the duties of the Board of Supervisors.
4. To monitor the financial status, appraise the first 6-month and annual financial statments of ABBANK; report to the General Meeting of Shareholders on the results of the appraisal of the financial statments; assess the reasonableness, legality, completeness, honesty and level of prudence in accounting, statistics and financial reporting. The Board of Supervisors may consult the Board of Directors before submitting reports and recommendations to the General Meeting of Shareholders.

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<sup>80</sup> Article 286.2(a)&(b) Decree 155/2020/NĐ-CP.

<sup>81</sup> Article 52 Law on Credit Institutions; Article 170 Law on Enterprises; Article 288 Decree 155/2020/NĐ-CP; Article 39 Model Charter according to Circular 116/2020/TT-BTC

5. To monitor the approval and implementation of investment projects, purchase and sale of fixed assets, contracts and other transactions of ABBANK under the decision-making authority of the General Meeting of Shareholders and the Board of Directors. Annually, prepare and submit a report on the results of supervision to the General Meeting of Shareholders and the Board of Directors.
6. To supervise the implementation of regulations on restrictions to ensure safety in the operations of credit institutions in Chapter VII of the Law on Credit Institutions.
7. To inspect accounting books, other documents and management and operation of ABBANK when deemed necessary or in the following cases:
  - a) According to resolutions and decisions of the General Meeting of Shareholders;
  - b) At the request of the SBV or of major shareholders, groups of major shareholders in accordance with the provisions of law and this Charter. The Board of Supervisors shall carry out the inspection within 07 (seven) working days from the date of receipt of the request. Within 15 (fifteen) days from the date of completion of the inspection, the Board of Supervisors must report and explain the issues requested for inspection to the requesting organization or individual.
8. To promptly notify the General Meeting of Shareholders and the Board of Directors when detecting that ABBANK Managers, Executives have violated laws, this Charter, internal regulations of ABBANK, resolutions and decisions of the General Meeting of Shareholders, the Board of Directors; request the violators to immediately stop the violation and have solutions to remedy the consequences (if any).
9. To make a list of shareholders owning 01% (one percent) or more of the charter capital and Related Persons of members of the Board of Directors, members of the Board of Supervisors, General Director of ABBANK, shareholders owning 01% (one percent) or more of the charter capital; keep and update changes to this list.
10. To request the Board of Directors to hold an extraordinary meeting or request the Board of Directors to convene an extraordinary meeting of the General Meeting of Shareholders in accordance with the provisions of the Law on Credit Institutions and this Charter.
11. To convene an extraordinary General Meeting of Shareholders in case the Board of Directors makes a decision that seriously violates the provisions of the Law on Credit Institutions or exceeds the assigned authority or in other cases as prescribed in this Charter.
12. To appoint, dismiss, discipline, suspend and decide on salary and other benefits for positions in the Internal Audit in accordance with the provisions of law and regulations of ABBANK.

13. To promptly report to the SBV on violations of the provisions in Clauses 6, 8 and 11 of this Article and violations of the ratio of share ownership and Related Persons as prescribed in the Law on Credit Institutions.
14. To propose and recommend the General Meeting of Shareholders to approve the list of auditing organizations approved to audit ABBANK's financial statements.
15. Annually, to direct the Internal Audit to independently and objectively review and evaluate the internal control system and notify the Board of Directors and General Director about the internal control system, make recommendations and proposals to adjust and improve the internal control system.
16. To approve the internal audit policy; approve and adjust the internal audit plan.
17. To report to the Annual General Meeting of Shareholders in accordance with the provisions of laws<sup>82</sup>.
18. Other duties and powers as prescribed by laws and this Charter.

**Article 61. Duties and powers of Head and members of the Board of Supervisors<sup>83</sup>**

1. To organize the implementation of the duties and powers of the Board of Supervisors pursuant to provisions in this Charter and be responsible for the performance of their rights and obligations.
2. To convene and chair meetings of the Board of Supervisors.
3. To sign documents under authority of Board of Supervisors on behalf of the Board of Supervisors.
4. On behalf of the Board of Supervisors to convene an extraordinary General Meeting of Shareholders or request an extraordinary meeting of the Board of Directors in accordance with this Charter.
5. To attend the meeting of the Board of Directors, give opinions but not have the right to vote.
6. To request his/her opinions to be recorded in minutes of meetings of the Board of Directors if his/her opinions differ from decisions of the Board of Directors, and so report to the General Meeting of Shareholders.
7. To prepare working plan and to allocate tasks to members of the Board of Supervisors.
8. To ensure that all members of the Board of Supervisors can receive prompt, complete, objective and accurate information in order to discuss the issues which

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<sup>82</sup> Article 290 of Decree No. 155/2020/ND-CP; Article 39.7 of the Model Charter according to Circular 116/2020/TT-BTC.

<sup>83</sup> Article 46 Law on Credit Institutions; Article 38 Model Charter according to Circular 116/2020/TT-BTC

the Board of Supervisors needs to consider.

9. To supervise and direct members of the Board of Supervisors in performance of their assigned work and in performance of the duties and powers of the Board of Supervisors.
10. To give authorization to another Member of the Board of Supervisors to perform his/her tasks during any period he/she is absent.
11. Other duties and powers as stipulated by laws and this Charter.

**Article 62. Duties and powers of the members of Board of Supervisors<sup>84</sup>**

1. Comply with laws, this Charter, Regulations on the Operating of the Board of Supervisors, the internal regulations of the Board of Supervisors and perform tasks assigned by the Head of the Board of Supervisors to implement the tasks and powers of the Board of Supervisors honestly and carefully for the benefit of ABBANK and shareholders; be responsible for the exercise of one's rights and obligations.
2. To elect, dismiss or remove the Head of the Board of Supervisors.
3. To request that the Head of the Board of Supervisors convene an extraordinary meeting of the Board of Supervisors.
4. To supervise business operations, supervise accounting books, assets, financial reports and recommend remedial measures.
5. To request Managers, Executives, employees of ABBANK to provide data and explain business activities to perform assigned tasks.
6. To report to the Head of the Board of Supervisors on unusual financial activities and be personally responsible for their assessments and conclusions.
7. To attend meetings of the Board of Supervisors, discuss and vote on contents within the duties and powers of the Board of Supervisors, except for issues that conflict with the interests of that member.
8. Other duties and powers as prescribed by laws and this Charter.

**Article 63. Passing the decisions of Board of Supervisors**

1. The Board of Supervisors passes a decision by voting at a physical meeting, an online or a hybrid meeting format, or collecting opinions in writing.
2. Each Member of Board of Supervisors has one vote. Members of the Board of Supervisors who have the interests related the issue to be decided in by the Board

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<sup>84</sup> Article 54 Law on Credit Institutions; Article 287 Decree 155/2020/NĐ-CP

of Supervisors shall have no right to vote on that issue.

**Article 64. Meeting of Board of Supervisors and collection of opinions in writing of members of Board of Supervisors**

1. The meeting of the Board of Supervisors:

- a) The meeting of the Board of Supervisors can be conducted in the form of face-to-face meeting or an online meeting or a combination of the two above meeting forms. The Board of Supervisors's meetings shall be regularly held at least once each quarter and may be convened for extraordinary meeting for timely settlement of unexpected work. The extraordinary meeting of the Board of Supervisors shall be conducted at the request of:
  - (i) The Head of the Board of Supervisors;
  - (ii) Two members of Board of Supervisors or more;
  - (iii) The Chairperson of the Board of Directors;
  - (iv) At least 2/3 (two-thirds) of members of Board of Directors;
  - (v) General Director;
  - (vi) Other cases stipulated by laws.
- b) Within 07 (seven) business days after receiving a written request by either of the above mentioned persons, the Head of the Board of Supervisors must convene and conduct the extraordinary meeting of the Board of Supervisors.
- c) The Board of Supervisors meeting shall be held upon 03 (three) business days from sending a written notice to Board of Supervisors's members; excepting the extraordinary case the notice period can be shorter as decided by the Head of the Board of Supervisors. The notice of meeting of Board of Supervisors shall be in writing, and clearly state the meeting agenda, time, venue, and must be sent together with the necessary documents on issues to be discussed and voted at the meeting of the Board of Supervisors. Such absent members shall send his or her voting slips to the Board of Supervisors that shall be kept in sealed envelope at least 01-hour prior the opening of the meeting. The voting slips shall be opened under the witness of the attending members of the meeting.
- d) The meeting of the Board of Supervisors will be held when there are 2/3 (two-thirds) or more of members of the Board of Supervisors directly participating or authorizing other Member of the Board of Supervisors to participate.

- e) The Board of Supervisors has the right to request a Manager, an operator, or an authorized representative of the auditing organization to attend and answer matters that need to be clarified at the meeting of the Board of Supervisors.<sup>85</sup>
- f) Voting:
  - Each member of the Board of Supervisors with voting right will have one vote at the Board of Supervisors meeting. If that member cannot attend the meeting, he/she may authorize his/her voting rights in writing to another member of the Board of Supervisors to vote on his/her behalf.
  - A decision of the Board of Supervisors shall be passed if it is approved by a majority of the attending members who have the voting right. In case of split votes, casting vote shall belong to the Head of Board of Supervisors or the member who is authorized by the Head of Board of Supervisors to be Chairperson of the meeting (in case the Head is absent or the Head of Board of Supervisors fails to convene the meeting at request).
- g) The minutes of a meeting of the Board of Supervisors must be made in detail and clarity. The minutes maker and members of the Board of Supervisors attending the meeting must sign the minutes of the meeting. Minutes of meetings of the Board of Supervisors must be kept to determine the responsibilities of each Member of the Board of Supervisors. Contents of the Board of Supervisors's meetings can be recorded and saved in electronic form. Meeting minutes of the Board of Supervisors must be made in Vietnamese or in bilingual languages of Vietnamese and English. If any items in these two versions of minutes are different then the Vietnamese version shall prevail.

2. Collection of opinions of the members of the Board of Supervisors:

Collection of opinions of the members of the Board of Supervisors to approve decisions of the Board of Supervisors can be conducted in writing, by email or by other forms of electronic voting. A decision of the Board of Supervisors approved by collecting opinions of members of the Board of Supervisors has the value equivalent to a decision approved at a meeting of the Board of Supervisors if:

- a) It is agreed in writing by the majority of the Board of Supervisors members who have the right to participate in voting on the matter that is sought the opinions;
- b) The number of members of the Board of Supervisors having the right to vote

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<sup>85</sup> Article 40.2 Model Charter according to Circular 116/2020/TT-BTC

in writing must satisfy the condition regarding the quorum required to conduct a meeting of the Board of Supervisors.

Documents of collecting opinions, voting opinions of members of the Board of Supervisors and accompanying documents are valid and kept as minutes of meetings of the Board of Supervisors.

## **Section 5: GENERAL DIRECTOR**

### **Article 65. General Director<sup>86</sup>**

1. The Board of Directors appoints the General Director with a term of no more than 5 (five) years.
2. The General Director is the highest Executive of ABBANK, responsible before laws and the Board of Directors for the implementation of his/her rights and obligations.
3. In case of vacancy of the General Director, the Board of Directors must appoint a General Director within 90 (ninety) days from the date of vacancy of the General Director.
4. Qualifications and conditions of the General Director<sup>87</sup>:
  - a) Not falling into the cases of not being allowed to hold the positions prescribed in Clause 3, Article 23 of this Charter.
  - b) Having professional ethics according to the regulations of the Governor of the State Bank;
  - c) Having a university degree or higher in one of the following fields: finance, banking, economics, business administration, law, accounting, auditing;
  - d) Having one of the following conditions: having at least 5 (five) years as an executive of a credit institution; or having at least 5 (five) years as a General Director (Director), Deputy General Director (Deputy Director) of an enterprise with minimum equity capital equal to the legal capital for the corresponding type of credit institution and having at least 5 (five) years of direct work in the fields of finance, banking, accounting, auditing; or have at least 10 (ten) years of direct work experience in the fields of finance, banking, accounting, auditing;
  - e) Residing in Vietnam during the term of office.

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<sup>86</sup> Articles 55, 56 Law on Credit Institutions; Article 162.1, 162.2 Law on Enterprises

<sup>87</sup> Article 41.4 Law on Credit Institutions



- f) The General Director must comply with the provisions on not concurrently holding positions in Clause 5, Article 24 of this Charter.
- 5. The General Director can be re-appointed with unlimited number of terms. The sequence, procedure and dossiers for appointment or re-appointment of the General Director shall be implemented in accordance with laws and internal regulations of ABBANK.

**Article 66. Duties and powers of the General Director<sup>88</sup>**

- 1. The General Director shall have the following duties and powers:
  - a) To organize the implementation of resolutions of the General Meeting of Shareholders, and the Board of Directors;
  - b) To make decisions on all issues relating to the day-to-day business operations of ABBANK which do not fall under the authority of the Board of Directors;
  - c) To establish and maintain an effective internal control system;
  - d) To prepare and submit to the Board of Directors to pass or report to higher authority to pass the financial statements. To be liable for the accuracy and truthfulness of financial statements, statistical reports, accounting finalization figures and other financial information;
  - e) To issue internal regulations under his/her authority, professional processes and procedures in order to run the business operational system and the information reporting system;
  - f) To report to the Board of Directors, the Board of Supervisors, the General Meeting of Shareholders and competent Government agencies on the business operation and results of ABBANK;
  - g) To have the right to decide to take measures which exceed their authority in situations of natural disaster, war, fire or breakdown and to be liable for such decisions and thereafter immediately so report to the Board of Directors;
  - h) To propose, make recommendations on organizational structure and internal management regulations of ABBANK;
  - i) To request the Board of Directors to hold an extraordinary meeting;
  - j) To appoint, remove and dismiss managerial positions in ABBANK, except for those under the scope of authority of the General Meeting of Shareholders, the Board of Directors;

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<sup>88</sup> Article 56 Law on Credit Institutions; Article 162.3 Law on Enterprises.

- k) To sign contracts and other transactions on behalf of ABBANK in accordance with the provisions of this Charter and ABBANK's internal regulations;
  - l) To recommend the profit allocation plan, deal with losses in business;
  - m) To recruit employees; to make decisions on salary and other benefits for employees within his/her authority;
  - n) Other rights and duties stipulated by laws, this Charter.
2. The General Director must operate ABBANK in accordance with the provisions of laws, this Charter, contracts, agreements, commitments signed with ABBANK and decisions of the General Meeting of Shareholders, the Board of Directors. If the operation is contrary to the provisions of laws and this Charter and causes damage to ABBANK, the General Director shall be responsible according to the law and must indemnify ABBANK for damage.

**Article 67. Management apparatus<sup>89</sup>**

1. The management system of ABBANK must ensure that the management apparatus is accountable to the Board of Directors and subject to the supervision and direction of the Board of Directors in the daily business of ABBANK.
2. Assisting the General Director are Deputy General Directors, Chief Accountant, Head of Division, Head of Head Office Units and other titles as stipulated by ABBANK. The appointment, dismissal and removal of the above positions according to regulation enforced by the Board of Directors in each period.
3. Criteria and conditions for Deputy General Directors, Chief Accountant, Directors of branches, Directors of subsidiaries of ABBANK<sup>90</sup>:
  - a) Not falling into the cases of not being allowed to hold positions as prescribed in Clause 1, Clause 3, Article 23 of this Charter, depending on the appointed position. The Deputy General Director must comply with the regulations on not holding the same positions as prescribed in Clause 5, Article 24 of this Charter;
  - b) One of the following conditions is met:
    - (i) University graduate degree or post-graduate degree in banking, finance, economics, business administration, law, accounting, auditing or the field of expertise that he/she will undertake;
    - (ii) University graduate degree or post-graduate degree not falling in the above-mentioned majors and having at least 03 (three) years working

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<sup>89</sup> Article 33, 34 Model Charter according to Circular 116/2020/TT-BTC

<sup>90</sup> Article 41.5 Law on Credit Institutions.

directly in the banking and finance industries or in the field of expertise that they will undertake.

- c) To reside in Vietnam during his/her term of office;
  - d) The chief accountant must also meet the standards and conditions prescribed by laws on accounting.
4. The Board of Directors specifically stipulates the organizational structure, functions, duties of units in ABBANK and the appointment and dismissal of the positions specified in this Article.

### **Section 6: RIGHT TO LOOK UP COMPANY BOOKS AND RECORDS**

#### **Article 68. Right to to look up books and records <sup>91</sup>**

1. Ordinary shareholders have the right to look up books and records, specifically as follows:
  - a) Ordinary shareholders have the right to examine, look up and extract information about names and contact addresses in the list of shareholders with voting rights; request to correct their inaccurate information; review, look up, extract or copy ABBANK's Charter, minutes of the General Meeting of Shareholders and resolutions of the General Meeting of Shareholders.
  - c) A request to look up must be notified at least 05 (five) working days in advance. Shareholders conduct the right mentioned above during working hours at the head office of ABBANK. In case the request is made by an authorized representative of a shareholder, a group of shareholders must be accompanied by an original or a valid copy of the notarized or authenticated power of attorney by the shareholder or group of shareholders.
2. Members of the Board of Directors, Member of Board of Supervisors, General Director and other Managers have the right to inspect the shareholders' register of ABBANK, the list of shareholders and other books and records of ABBANK for purposes relevant to their positions, provided that such information must be kept confidential.
3. ABBANK must keep this Charter and amendments and supplements to the Charter, License for establishment and operation, Certificate of business registration, regulations, documents proving ownership of assets; resolutions of the General Meeting of Shareholders and the Board of Directors, the minutes of the General Meeting of Shareholders and the Board of Directors; reports of the Board

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<sup>91</sup> Article 61.5, 61.6 Law on Credit Institutions; Article 49 Model Charter according to Circular 116/2020/TT-BTC

of Directors, reports of the Board of Supervisors; annual financial statements, accounting books and other documents as required by laws at the head office or other places in accordance with applicable legal regulations.

4. The charter of ABBANK must be published on the website of ABBANK.

## **Section 7: LABOR AND TRADE UNION**

### **Article 69. Labourers and trade union<sup>92</sup>**

1. The General Director is responsible for developing and submitting to the Board of Directors for promulgation regulations relating to recruitment, labor hiring, salary, social insurance, welfare, commendation and discipline and related issues for employees and Executives of ABBANK.
2. The General Director is responsible for developing for the Board of Directors to approve the issues related to the relations of ABBANK with trade unions according to the best management standards, practices; provisions of this Charter, ABBANK internal regulations and applicable laws.

## **CHAPTER IV: FINANCIAL AND ACCOUNTING REGIME, REPORTING INFORMATION**

### **Section 1: GENERAL PROVISIONS**

### **Article 70. Financial regime, fiscal year<sup>93</sup>**

1. ABBANK is financially autonomous.
2. ABBANK's financial regime is implemented in accordance with the provisions of the Law on Credit Institutions and other relevant legal provisions.
3. ABBANK implements detailed regulations on financial regimes, revenue, expenses, and profit distribution in accordance with the Government's regulations.
4. Based on the provisions of laws, the Board of Directors shall issue the Financial Management Regulations; regulations on financial planning, compensation when ABBANK suffers property losses.
5. The Board of Directors, the Board of Supervisors, and the General Director, within the scope of their functions, are responsible before the law and to competent Government agencies for the implementation of ABBANK's financial,

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<sup>92</sup> Article 50 Model Charter according to Circular 116/2020/TT-BTC

<sup>93</sup> Article 149.1, 151 Law on Credit Institutions

auditing, and accounting regimes.

6. The fiscal year of ABBANK starts on January 1 and ends on December 31 of the calendar year.

**Article 71. Accounting system<sup>94</sup>**

ABBANK must perform accounting and bookkeeping in accordance with the provisions of law on accounting; be responsible before the law for the accuracy and honesty of revenues and expenditures and comply with regulations on the invoice and accounting document regime.

**Article 72. Financial statements and annual report<sup>95</sup>**

1. ABBANK must implement the reporting regime and provide information in accordance with the provisions of laws on accounting, statistics, and statistical investigation.
2. ABBANK must prepare annual financial statements, and the annual financial statements must be audited in accordance with the provisions of laws. Within 120 days from the end of the fiscal year, ABBANK shall publish the annual financial statements in accordance with the provisions of laws, except for cases under special control.
3. The annual financial statements must include all reports, appendices, and explanations as prescribed. The annual financial statements must honestly and objectively reflect the operating situation of ABBANK.
4. ABBANK must prepare and publish the audited mid-year financial statements and quarterly financial statements in accordance with the provisions of laws on information disclosure on the stock market and submit them to the competent Government agencies.
5. ABBANK must prepare and publish Annual Reports in accordance with the provisions of laws on securities and the securities market.

**Article 73. Independent Audit<sup>96</sup>**

1. Before the end of the fiscal year, the General Meeting of Shareholders must select an independent auditing organization or approve a list of independent auditing companies that meet the requirements prescribed by the Governor of the SBV and authorize the Board of Directors to decide on one of them to audit the financial statements and provide assurance services for the operation of the

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<sup>94</sup> Article 150 Law on Credit Institutions

<sup>95</sup> Article 55, 56 Model Charter according to Circular 116/2020/TT-BTC

<sup>96</sup> Article 59, 67.3(t) Law on Credit Institutions; Article 57 Model Charter according to Circular 116/2020/TT-BTC.

internal control system in the preparation and presentation of financial statements in the following fiscal year.

2. Within 30 days from the date of deciding to select an independent auditing organization, ABBANK must notify the State Bank of the selected independent auditing organization.
3. The audit report is attached to ABBANK's annual financial statements.
4. The independent auditor performing the audit of ABBANK's financial statements is entitled to attend the General Meeting of Shareholders and is entitled to receive notices and other information related to the General Meeting of Shareholders and to express opinions at the meeting on issues related to the audit of ABBANK's financial statements.

**Article 74. Use of capital and prudential ratios and risk provisions<sup>97</sup>**

1. ABBANK's capital includes equity, mobilized capital, and other capital as prescribed by laws. ABBANK is allowed to use capital for business purposes in accordance with the provisions of the Law on Credit Institutions and other relevant legal provisions.
2. ABBANK is allowed to purchase and invest in fixed assets directly serving its operations, ensuring that the remaining value of fixed assets does not exceed 50% of the charter capital and the reserve fund for supplementing charter capital recorded in ABBANK's accounting books.
3. ABBANK must maintain the following safety ratios as specifically prescribed by the Governor of the State Bank:
  - a) Solvency ratio;
  - b) Minimum capital safety ratio of 08% (eight percent) or a higher ratio as prescribed by the Governor of the SBV from time to time;
  - c) Maximum foreign currency and gold status compared to equity capital;
  - d) Rate of purchase, holding, investment in Government bonds, Government-guaranteed bonds;
  - e) Other prudential ratios.
4. ABBANK must make provisions for risks in operations. This risk provision is accounted for in operating expenses.

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<sup>97</sup> Article 138, 144, 147 Law on Credit Institutions

5. The classification of assets is implemented in accordance with the regulations of the Governor of the SBV; the level of risk provision, the method of risk provision and the use of provisions to handle risks in ABBANK's operations are implemented in accordance with the regulations of the Government, except for special cases where the classification of assets, the level of risk provision, the method of risk provision and the use of provisions to handle risks in operations for each specific case are decided by the Prime Minister.
6. The use of risk provisions does not change the customer's debt repayment obligation for the debt for which the risk provision is used and the responsibility of organizations and individuals related to the debt. In case ABBANK recovers the capital handled by the risk reserve, this recovered amount will be accounted for in ABBANK's revenue.

## **Section 2:**

### **CONTRIBUTION TO FUNDS AND DISTRIBUTION OF PROFIT**

#### **Article 75. Contribution to funds<sup>98</sup>**

1. Every year, ABBANK must deduct from after-tax profits to establish and maintain the following funds:
  - a) The reserve fund for supplementing charter capital must be set aside annually at a rate of 10% of after-tax profit. The maximum level of this fund must not exceed the charter capital of ABBANK;
  - b) Financial reserve fund;
  - c) Reward and Welfare fund;
  - d) Other reserve funds as stipulated by laws.
2. ABBANK manages and uses funds in accordance with the provisions of laws, this Charter and ABBANK's internal regulations.

#### **Article 76. Payment of fixed dividends<sup>99</sup>**

1. The General Meeting of Shareholders shall decide the dividend payment and the annual dividend rate on the basis of the proposal of the Board of Directors in accordance with the relevant laws.
2. ABBANK pays dividends to shareholders ensuring the following conditions:
  - a) Has offset losses of the previous year according to the provisions of the Law

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<sup>98</sup> Article 148 Law on Credit Institutions.

<sup>99</sup> Article 135 Law on Enterprises.

- on Corporate Income Tax and paid corporate income tax;
- b) Has set aside mandatory funds according to the provisions of laws and this Charter;
  - c) Not falling into the cases of not being allowed to pay dividends, paying dividends in cash (in case of paying dividends in cash) according to the provisions of Point a, Clause 2, Article 157; Point a, Clause 1, Article 191 of the Law on Credit Institutions;
  - d) after paying all expected dividends, ABBANK still ensures to pay all debts and other due;
  - e) Immediately after payment of all intended dividends, ABBANK shall ensure for payment of its due debts and other financial obligations.
3. ABBANK pays dividend according to the following policies:
- a) Complying the legal regulations and SBV's requirement;
  - b) In harmony with ABBANK's profit growth rate;
  - c) Transparent, fair and in the best interests of shareholders;
  - d) The balance between the Bank's intrinsic accumulation requirement and the shareholders' need for dividend; between cash and stock dividend in accordance with ABBANK's development strategy and actual situation in each period.
4. Dividends must be paid in full within 0<sup>100</sup>6 (six) months from the date of closing of the Annual General Meeting of Shareholders.
5. The Board of Directors must prepare a list of shareholders entitled to receive dividends, determine the dividend level, the time limit, the form of payment and disclose information on dividend payment in accordance with the provisions of laws.
6. Dividends may be paid in cash, in shares or a combination of cash and shares according to the decision of the General Meeting of Shareholders. If paid in cash, it must be made in Vietnamese Dong, which can be made by transfer to the dividend receiving account registered by the shareholder with ABBANK or by transfer to the shareholder's payment account at ABBANK if the shareholder does not designate another account to receive dividends. ABBANK does not pay interest or any other amount arising in connection with dividends. Shareholders are obliged to pay personal income tax and bear the transfer costs (if any) when receiving dividends.
7. If a shareholder transfers his/her shares between the time of completion of the list

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<sup>100</sup> Article 135.4 Law on Enterprises.



of shareholders receiving dividends and the time of dividend payment, the transferor shall be the recipient of the dividend.

8. The Board of Directors may decide to pay interim dividends if it deems this to be consistent with ABBANK's business results and relevant legal provisions.
9. The Board of Directors shall consider and issue specific regulations on dividend payment based on current legal provisions and the provisions of this Charter.

### **Section 3:** **INFORMATION PROVISION AND REPORTING REGIME**

#### **Article 77. Information and confidentiality of information<sup>101</sup>**

1. ABBANK shall provide account holders with information on transactions conducted via their accounts and on their account balances in accordance with the agreement with such account holders and laws.
2. ABBANK is provided by the SBV with information of customers having credit relationships with credit institutions and foreign bank branches according to regulations of the Governor of the SBV. ABBANK is allowed to exchange information about the operations of credit institutions and foreign bank branches with other credit institutions and foreign bank branches.
3. When conducting transactions with ABBANK, customers are responsible for providing truthful, accurate, complete and timely information, documents and data and are responsible for providing such information, documents and data.
4. Managers, Executives and employees of ABBANK are not allowed to disclose customer information or business secrets of ABBANK.
5. ABBANK must ensure the confidentiality of ABBANK's customer information according to regulations of the Government. ABBANK does not provide ABBANK customer information to other organizations or individuals, except in cases where there is a request from a competent state agency as prescribed by laws or with the customer's consent.

#### **Article 78. Reporting and Information disclosing**

1. ABBANK is responsible for reporting to the SBV information related to business activities<sup>102</sup> and must periodically report on business activities according to the regulations of the Governor of the SBV<sup>103</sup>.
2. ABBANK must prepare and submit other periodic or non periodic reports according to the provisions of laws.
3. ABBANK is obliged to fully, accurately and promptly disclose financial

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<sup>101</sup> Article 12, 13 Law on Credit Institutions

<sup>102</sup> Article 12.2 Law on Credit Institutions

<sup>103</sup> Article 15.2 Law on Credit Institutions

statements, annual reports, periodic and irregular information on business, financial and administrative activities according to the provisions of the Law on Credit Institutions, the Law on Securities, the Law on Enterprises and guiding documents for implementation.

4. ABBANK must issue internal documents to fully perform reporting and information disclosure obligations according to the provisions of laws and the instructions and requirements of competent management agencies.
5. Information disclosure must ensure the principles of timeliness, completeness, accuracy and transparency, in accordance with the provisions of laws; ensure shareholders have fair access to information.

**Article 79. Documents retention regime<sup>104</sup>**

1. ABBANK must retain the following documents at the Bank's head office or at other place decided by ABBANK in accordance with provisions of laws:
  - a) ABBANK's Charter, including its amendments and supplements;
  - b) ABBANK's Internal governance regulations; Shareholders' register;
  - c) License for establishment and operation; Enterprise registration certificate, including its amendments and supplements; Certificate of protection of industrial property rights; and other licenses and certificates (if any);
  - d) Documents and papers certifying ownership of assets of ABBANK;
  - e) Voting slips, minutes of vote-counting, minutes of meetings of the General Meeting of Shareholders (attached with appendix of list of shareholders registered to attend the meeting and related documents sent with the notice of invitation to the General Meeting of Shareholders), minutes of meetings of the Board of Directors; Decisions of ABBANK; Reports of the Board of Directors;
  - f) Prospectus for issue of securities (if any)
  - g) Reports of the Board of Supervisors, conclusions of inspection agencies and conclusions of independent auditing organizations;
  - h) Accounting book, accounting records and annual financial statements;
  - i) Credit files in compliance with regulations of the SBV;
  - j) Information and documents specified in Clause 4, Article 28 of this Charter and other documents as prescribed by laws.
2. Term and method of retaining shall be compliant with the provisions of laws.
3. The General Director shall be responsible for implementing the retaining and

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<sup>104</sup> Article 11 Law on Enterprises; Article 49.4 Model Charter according to Circular 116/2020/TT-BTC

storing of dossiers and documents at ABBANK as stipulated in this Charter and in accordance with relevant provisions of laws.

**CHAPTER V:  
RESOLUTION OF INTERNAL DISPUTES, RESTRUCTURING,  
DISSOLUTION AND BANKRUPTCY**

**Article 80. Resolution of internal disputes<sup>105</sup>**

1. Whenever a dispute or complaint related to shareholders' rights and interest arising from this Charter or Law on Credit Institutions, Law on Enterprises and other relevant legal regulations or agreements occurs between:
  - a) A shareholder or shareholders and ABBANK; or
  - b) Any shareholder or shareholders and the Board of Directors, the Board of Supervisors, the General Director or other Executives appointed by the Board of Directors.

Related parties shall do their best to resolve such dispute through negotiation and mediation. Except for disputes related to the Board of Directors or the Chairperson of the Board of Directors, the Chairperson of the Board of Directors shall preside over the resolving of the dispute and shall request each party to present practical factors relating to such dispute within 21 (twenty-one) business days from the date of occurrence. If the dispute is related to the Board of Directors or the Chairperson of the Board of Directors, either party may request the Head of the Board of Supervisors appoints an independent expert to be the mediator for parties' dispute settlement.

2. If no decision in mediation is reached within 06 (eight) weeks since the beginning of the mediation process or if the decision of the mediator is not accepted by the related parties, either party may bring such dispute to Arbitration or Court for settlement in accordance with provisions of laws.
3. Each party shall bear its own incurred expenses relating to the proceeding of negotiation and mediation. The payment of costs when settling disputes at Arbitration or Court shall be made under the judgment of Arbitrator or Court.

**Article 81. Restructuring<sup>106</sup>**

1. ABBANK may be restructured by way of division, separation, consolidation, merger, legal form conversion or other ways shall be carried out in accordance with laws after receiving written approval from the State Bank.
2. Conditions, documents and procedures for approving reorganization shall comply with regulations of the Governor of the SBV.

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<sup>105</sup> Article 62 Model Charter according to Circular 116/2020/TT-BTC

<sup>106</sup> Article 201 Law on Credit Institutions; Articles from 198 to 201 Law on Enterprises.

**Article 82. Dissolution<sup>107</sup>**

1. ABBANK shall be dissolved in the following circumstances:
  - a) ABBANK voluntarily requests to be dissolved if it is capable of settling all outstanding debts and be so approved by the State Bank;
  - b) Upon expiry of its operational duration and ABBANK does not apply for extension or application for extension is not approved by the SBV;
  - c) The license of establishment and operation is revoked;
  - d) Early intervention or special control with credit institutions taking over all debt obligations.
2. The liquidation upon the dissolution of ABBANK shall be conducted under the supervision of the SBV and in accordance with the order and procedures for liquidation of assets prescribed by the Governor of the SBV.

**Article 83. Applying of early intervention and special controls**

1. Cases of early intervention and ABBANK's responsibilities in cases of early intervention shall be implemented according to the provisions of Chapter IX (from Article 156 to Article 161) of the Law on Credit Institutions.
2. Cases of special control and ABBANK's responsibilities in cases of special control shall be implemented according to the provisions of Chapter X (from Article 162 to Article 190) of the Law on Credit Institutions.

**Article 84. Bankruptcy<sup>108</sup>**

After the State Bank issues a document terminating special control or not applying measures to restore solvency or terminating the application of measures to restore solvency but ABBANK is still insolvent, ABBANK must submit a request to the Court to open bankruptcy proceedings. ABBANK's bankruptcy shall be carried out in accordance with the provisions of Article 203 of the Law on Credit Institutions and the provisions of the law on bankruptcy.

**CHAPTER VI:  
IMPLEMENTING PROVISIONS**

**Article 85. Effectiveness**

1. This Charter is unanimously approved by the General Meeting of Shareholders and jointly accepted the full effect of this Charter.

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<sup>107</sup> Article 202 Law on Credit Institutions; Articles from 207 to 212 Law on Enterprises.

<sup>108</sup> Article 203 Law on Credit Institutions

2. This Charter shall take effect from the date of approval and replace ABBANK's previously issued charter and documents and its amendment and supplement.
3. Cases specified in Article 210 of the Law on Credit Institutions on transitional provisions shall be implemented in accordance with the provisions of Article 210 of the Law on Credit Institutions.
4. Those matters that are not mentioned in this Charter shall be performed in accordance with relevant provisions of applicable laws. Where a regulation of this Charter is contrary to the provisions of laws, such regulation shall be automatically invalidated, and ABBANK shall apply respective regulation of laws.
5. Amendments and supplements to this Charter shall be decided by the General Meeting of Shareholders, except for cases of updating and adjusting information in this Charter in accordance with the amended contents of the Establishment and Operation License/Business Registration Certificate issued to ABBANK when arising, the Board of Directors shall be responsible for implementing, confirming, announcing and reporting to the SBV, the management agencies according to current regulations and reporting to the General Meeting of Shareholders at the nearest meeting.

The Chairperson of the Board of Directors and the Legal Representative of ABBANK are responsible for consolidating the amendments and supplements to the Charter approved by the General Meeting of Shareholders into this Charter whenever it arises.

**Article 86. Final clause**

1. This Charter is the only and official charter of ABBANK.
2. This Charter consists of 06 (six) chapters, 86 (eighty-six) Articles and is made into 5 copies with equal value and must be reported to the SBV and kept at the headquarters of ABBANK.
3. Copies or excerpts of this Charter are valid when signed by the Chairperson of the Board of Directors or at least 1/2 (half) of the total number of the Board members.

This Charter was approved by the General Meeting of Shareholders of ABBANK on April 18, 2025.

**LEGAL REPRESENTATIVE OF ABBANK      CHAIRPERSON OF THE BOARD OF DIRECTORS**

**Pham Duy Hieu**

**Dao Manh Khang**

